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February

NO00000001079

Division of Corporations
FLORIDA DEPARTMENT OF STATE
409 East Gaines Street
Tallahassee, Florida 32399

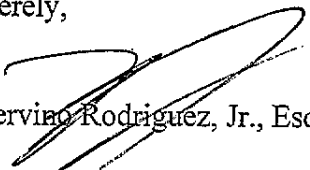
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RE: THE HISPANIC BASEBALL FOUNDATION, INC.
Articles of Incorporation for a Non-Profit Corporation

Dear Sir or Madame:

Enclosed please find the Articles of Incorporation for the above-referenced corporation and our check for \$78.75 to cover the filing fee and the cost of a certified copy to be returned to us by mail. If at all possible, I would greatly appreciate your faxing to my office a copy your screen printout displaying the corporation information, after you have completed your processing.

Sincerely,


Minervino Rodriguez, Jr., Esq.

Enclosures as listed above

Copy to The Hispanic Baseball Foundation

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00FEB 14 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

T. Burch FEB 17 2000

[CorpForm&Maint/NonProfitArticles]

ARTICLES OF INCORPORATION
OF
THE HISPANIC BASEBALL FOUNDATION, INC.
A FLORIDA NONPROFIT CORPORATION

FILED
00 FEB 14 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not For Profit Corporation Act, Florida Statutes, Chapter 617, does hereby make and adopt the following Articles of Incorporation:

ARTICLE 1 - NAME & PRINCIPAL PLACE OF BUSINESS.

The name of the Corporation is The Hispanic Baseball Foundation, Inc. and its principal place of business and mailing address is 8250 West Flagler Street, Suite 116, Miami, Florida 33144.

ARTICLE 2 - NOT FOR PROFIT

The Corporation is a corporation not for profit as defined in Section 617.01 of the Florida Statutes. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Directors or Officers, except to the extent permissible under law.

ARTICLE 3 - DURATION

The duration of the Corporation is perpetual.

ARTICLE 4 - PURPOSES

The Corporation is organized, and shall be operated exclusively for the following purposes:

A. To preserve and recognize the contributions of Hispanic Baseball in the United States and Latin America.

B. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

C. Notwithstanding anything to the contrary contained within these Articles of Incorporation, the Corporation shall not conduct any activities which are not set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

D. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE 5 - CORPORATE POWERS & LIMITATION ON DISPOSITION OF ASSETS.

5.1 The Corporation shall have power to:

(1) Have succession by its corporate name for the period set forth in its articles of incorporation.

(2) Sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.

(3) Adopt, use, and alter a common corporate seal. However, such seal must always contain the words "corporation not for profit."

(4) Elect or appoint such officers and agents as its affairs shall require and allow them reasonable compensation.

(5) Adopt, change, amend, and repeal bylaws, not inconsistent with law or its articles of incorporation, for the administration of the affairs of the corporation and the exercise of its corporate powers.

(6) Increase, by a vote of its members cast as the bylaws may direct, the number of its directors so that the number shall not be less than three(3) but may be any number in excess thereof.

(7) Make contracts and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises, or income.

(8) Conduct its affairs, carry on its operations, and have offices and exercise the powers granted by this act in any state, territory, district, or possession of the United States or any foreign country.

(9) Purchase, take, receive, lease, take by gift, devise, or bequest, or otherwise acquire, own, hold, improve, use, or otherwise deal in and with real or personal property, or any interest therein, wherever situated.

(10) Acquire, enjoy, utilize, and dispose of patents, copyrights, and trademarks and any licenses and other rights or interests thereunder or therein.

(11) Sell, convey, mortgage, pledge, lease, exchange, transfer, or otherwise dispose of all or any part of its property and assets.

(12) Purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of and otherwise use and deal in and with, shares and other interests in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships, or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district, municipality, or of any instrumentality thereof.

(13) Lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds loaned or invested except as prohibited by s. 617.0833.

(14) Make donations for the public welfare or for religious, charitable, scientific, educational, or other similar purposes.

(15) Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is organized.

(16) Merge with other corporations both for profit and not for profit, domestic and foreign, if the surviving corporation is a corporation not for profit.

5.2 Upon dissolution of the Corporation, any assets remaining will be transferred to an organization with a substantially similar purpose or purposes.

ARTICLE 6 - MEMBERS

The Corporation shall have Voting Members who shall be elected (and may be removed) by the Voting Members and shall have all the rights and privileges of members of the Corporation. The Bylaws may provide for Nonvoting Members of one or more classes, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote. The name and address of each initial Voting Member is as follows:

NAME

Victor A. Garrido

Kenneth S. Kern

ADDRESS

212 Mohegan Way
Fort Lee, NJ 07024

234 Clinton Street, Apt. 3
Brooklyn, NY 11201

ARTICLE 7 - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the Corporation is 8250 West Flagler Street, Suite 116, Miami, Florida 33144, and the name of its initial Registered Agent at that address is Roberto Bismark Martinez.

ARTICLE 8 - INITIAL BOARD OF DIRECTORS & MANNER OF ELECTION

The management of the Corporation shall be vested in a Board of Directors. The number of Directors constituting the initial Board of Directors is three (3). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three (3). The Voting Members shall elect the Directors at an annual meeting of Voting Members. The Bylaws may provide for ex officio and honorary Directors,

and their rights and privileges. The name and address of each initial Director of the Corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Victor A. Garrido	212 Mohegan Way Fort Lee, NJ 07024
Kenneth S. Kern	234 Clinton Street, Apt. 3 Brooklyn, NY 11201
Juan Vene	345 Hudson Street New York, NY 10013

ARTICLE 9 - OFFICERS

The Officers of the Corporation shall consist of a President, Secretary, Treasurer and such other Officers and Assistant Officers as may be provided for in the Bylaws. Each Officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws. The name and address of each initial Officer of the Corporation is as follows:

<u>TITLE</u>	<u>NAME</u>	<u>ADDRESS</u>
President,	Victor A. Garrido	212 Mohegan Way Fort Lee, NJ 07024
Secretary & Treasurer,	Kenneth S. Kerns	234 Clinton Street, Apt. 3 Brooklyn, NY 11201

ARTICLE 10 - INCORPORATOR

The name and address of the Incorporator is Victor A. Garrido, 212 Mohegan Way, Fort Lee, NJ 07024.

ARTICLE 11 - BYLAWS

The Bylaws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors. The provisions of Section 607.081 of the Florida Statutes, as amended from time to time, shall govern the Bylaws.

ARTICLE 12 - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Voting Members, Directors and Officers are subject to this reservation.

ARTICLE 13 - NONSTOCK BASIS

The Corporation is organized and shall be operated on a nonstock basis within the meaning of the Florida Not For Profit Corporation Act, and shall not have the power to issue shares of any type or class of stock or other certificates or writings evidencing an ownership or proprietary interest in the Corporation.

ARTICLE 14 - INDEMNIFICATION

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by the Florida General Corporation Act and the Florida Not For Profit Corporation Act.

ARTICLE 15 - COMMENCEMENT OF CORPORATE EXISTENCE

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this 2 day of February, 2000

STATE OF NEW YORK)
) SS:
COUNTY OF NEW YORK)

WITNESS my hand and official seal this 2nd day of FEBRUARY, 2000

ELIASO A. FORRES
Motory Public, State of New York
Reg. No. 02TC06014753
Qualified in New York County
Commission Expires October 19, 2009

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of The Hispanic Baseball Foundation, Inc. which is contained in the foregoing Articles of Incorporation.

DATED this 31 day of January, 2000.


Roberto Bismark Martinez
REGISTERED AGENT