

N01000007671

August 1, 2001

Division of Corporations
409 E. Gaines Street
Tallahassee, Fl. 32399

From Marie F. Louissaint
643 N.E 125 Street Suite 100
Miami Fl 33161

Subject: Sport, Film, and Entertainment Cultural Center Inc.

400004555544--4
-08/24/01--01070--009
*****87.50 *****87.50

Dear Department Officer,

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$87.50.

Thank you,

Marie Louissaint

FILED
01 OCT 29 PM 12:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PS 10/29/01
WDI-19833
PS 10/27/01



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 27, 2001

MARIE F LOUISSAINT
643 NE 125 ST, SUITE 100
MIAMI, FL 33161

SUBJECT: SPORT, FILM, AND ENTERTAINMENT CULTURAL CENTER INC.
Ref. Number: W01000019833

We have received your document for SPORT, FILM, AND ENTERTAINMENT CULTURAL CENTER INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6915.

Pamela Smith
Document Specialist
New Filings Section

Letter Number: 101A00048682

Spoke to: Bobby 10/18/01

*Need to add: registered agent
+
Sign*

*Can not get into ch w/ Pamela - out
Spoke to: Pamela 10/26/01*

**Articles of Incorporation
Of
SPORT, FILM, AND ENTERTAINMENT CULTURAL CENTER INC.**

FILED

OCT 29 PM 12:49

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, all being of full age, have associated themselves together for the purpose of forming a corporation not for profit, without capital stock, under the provisions of Chapter 617, Florida Statutes and we do hereby accept all of the rights, privileges, benefits and obligations conferred and imposed by such law, and do hereby make, subscribe, acknowledge and file these Articles of Incorporation.

Article 1 – Name

The name of the corporation is **SPORT, FILM, AND ENTERTAINMENT CULTURAL CENTER INC.**
The mailing address 643 N.E. 125th Street Suite 100 Florida 33161.

Article – Corporate Purpose

The purpose for which the organization is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986 or corresponding provision of any future United States Internal Revenue law.

Notwithstanding any other Provisions of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempted from federal income tax under Section 501(c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code or shall be distributed to the Federal, State or local government for a public purpose any such assets not so disposed of by competent jurisdiction of the county of which the principal office of the organization is then located, exclusively for such purpose.

Article III – Membership

Section 1: Eligibility. Any person shall be eligible for membership in this Corporation upon application to and approval provided in the bylaws of the corporation.

Section 2: Application for Membership. Any applicant meeting the qualification set forth above and desiring to become a member of the Corporation shall make application on a form supplied by the Corporation and accompanied by such membership fees and dues to the Board of Directors.

Section 3: Termination of Membership: Membership may be terminated by expulsion for a malfeasance and or misfeasance by resignation with thirty (30) days prior written notice to the Board of Directors.

Article 1V – Duration

The Corporation shall have perpetual existence.

Article V – Management

- Section 1: The affairs of the Corporation shall be managed by a Board of Directors . The Board of Directors shall consist of not less than five and more than 11 persons. Directors shall be elected or removed in accordance with the procedure provided in the Bylaws.

Section 2: The officers of the corporation shall be a president, one or more Vice – Presidents, a Treasurer, an Assistant Treasurer ,a Secretary, and an Assistant Secretary. These officers shall be nominated and shall hold office in the manner provided in the Bylaws of the Corporation.

Article VI – Initial Officers and Directors

The names and street addresses of the Officers and Directors who are to manage all of the affairs of the Corporation until the first annual meeting are:

NAME	TITLE	STREET ADDRESS
MARIE F. LOUISSAINT	PRESIDENT	8619 N.W 193 LANE MIAMI FL. 33015
BEATRICE LOUISSAINT	VICE-PRESIDENT	8619 N.W 193 LANE MIAMI FL. 33015
MICHELLE PAIGE	SECRETARY	220 N.E 44 STREET MIAMI FL. 33137
ALAN W. SORTER	TREASURER	1717 N. BAYSHORE DR. MIAMI FL. 33132

Article VII– Bylaws and Amendments to the Articles of Incorporation

The Bylaws of the Corporation shall be made, altered or rescinded by a majority vote of the voting membership present or voting by proxy at any regular meeting, or by a majority vote of the Board of Directors; provided that notice thereof, which shall include the text of the Bylaws change, has been furnished in writing to each voting member of the Corporation at least ten (10) days prior to the meeting at which such alteration to the Bylaws is to be voted upon, whether it be a membership meeting or a Board of Directors ' meeting .

The Articles of Incorporation of this Corporation shall be amended or additional provisions added or adopted by a two – thirds vote of the members of the Board of Directors present or voting by a proxy at any meeting thereof; provided that notice thereof, which shall include the text of the change of the Articles of Incorporation has been furnished in writing to each voting member of the Corporation at least ten (10) days prior to the meeting at which such Articles of Incorporation change is to be voted upon followed by the compliance with the Florida Statutes regarding amendments to the articles of incorporation of non-profit corporation.

Article VIII – General

All income and assets of the Corporation, above necessary expenses, shall be administered solely and exclusively for the corporate purpose selected by the Board of Directors.

This Corporation shall have no capital and shall pay no dividends to its Incorporates, Directors, and Officers, or Incorporates; provided that the Corporation may pay compensation in a reasonable amount to its Members, Directors, and Officers for services rendered and may confer benefits upon its Members in conformity with its purposes.

Article IX – Subscribers

The names and street addresses of the Subscribers to this Corporation are as follows:

NAMES	TITLE	STREET ADDRESSES
MARIE F. LOUISSAINT	PRESIDENT	8619 N.W 193 LANE MIAMI FL. 33015
BEATRICE LOUISSAINT	VICE-PRESIDENT	8619 N.W 193 LANE MIAMI FL. 33015
MICHELLE PAIGE	SECRETARY	220 N.E 44 STREET MIAMI FL. 33137
ALAN W. SORTER	TREASURER	1717 N. BAYSHORE DR. MIAMI FL. 33132

ARTICLE X – REGISTERED OFFICE AND REGISTERED AGENT

The above- named Incorporation's, desiring to organize this corporation under the laws of the state of Florida, hereby designated the corporation's Registered Office to be Located 643 NE 125h Street, Fl. 33161 hereby designated and appoint Marie Louissaint as the registered Agent of the Corporation, to accept service of process within this state, to serve in such capacity until his successor is selected and designated.

*Marie Louissaint
registered agent
incorporator*

ARTICLE XI INDEMNIFICATION

The corporation shall indemnify any officer, Director or employee of the corporation, or any former officer, Director or employee of the Corporation, to the full extent permitted by and as set forth in the Florida General Corporation Act.

ARTICLE X II– PROHIBITED ACTIVITIES

The Corporation shall not:

1. Attempt to influence legislation as a substantial part of its activities.
2. Allow any part of its net income to inure to the benefit of officers, Directors or Members of the Corporation, or to any other individual, except in furtherance of its charitable purposes.
3. Participate to any extent in any political campaign for or against any candidate for public office.
4. Conduct any activities not permitted to be carried on by organizations exempt under section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, or by any organization, contributions to which are deductible under section 170 (c) (2) of such code and regulations as they now exist or as they may hereafter be amended.

ARTICLE XIII- DEDICATION OF ASSETS

The corporation dedicates all assets that it may acquire to the charitable purpose set forth in Article II hereof. In the event that the corporation shall dissolve or otherwise terminated its Corporate existence, subject to the provisions of chapter 617, Florida Statutes, the corporation shall distribute all its existing assets to one or more organizations which themselves are exempt as organizations described in sections 601(c) (3) and 170(c) (2) of the internal revenue code of 1954 or corresponding sections of any prior or future law, or to the Federal government or to a state or local government for exclusive public purpose.

IN WITNESS WHEREOF, the undersigned have subscribed their names under seal this 3 day of

August 2001

Marie Louissaint
registered agent
incorporator

STATE OF FLORIDA

: SS

COUNTY OF DADE)

registered agent/incorporator
Marie Louissaint

BEFORE ME, the undersigned authority, personally appeared and to me well known and known to be the persons described in and who executed the foregoing instrument, and they acknowledge before me that they executed said instrument.

Witness my hand and official seal in the aforesaid county and state, this

3 day of August 2001

[Signature]
NOTARY PUBLIC, STATE OF FLORIDA



Sandra Francis
Commission # DD 035236
Expires June 20, 2005
Bonded Thru
Atlantic Bonding Co., Inc.

FILED
01 OCT 29 PM 12:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

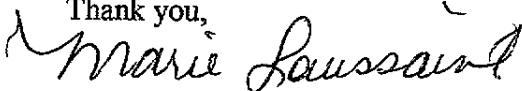
October 18, 2001

Dear Ms. Pamela Smith

I, Marie F. Louissaint am the registered agent of Sports, Film & Entertainment Cultural Center, Inc. I hereby am familiar with and accept the duties and responsibilities as Registered Agent.

My address is: 643 N.E. 125th Street, Suite 100, Miami, FL 33161. If there are any questions, please contact me at (305) 829-6541 or (305) 753-0553 cellular.

Thank you,

A handwritten signature in cursive script that reads "Marie Louissaint". The signature is written in dark ink and is positioned below the typed name.

Marie F. Louissaint