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March 13, 2002

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Punta Gorda Soccer Club, Inc.

Dear Sirs:

Please find enclosed an original and one copy of Articles of Incorporation for the above-referenced non-profit corporation.

Also enclosed is the corporation's check in the amount of \$70.00, with regards to the following:

\$ 35.00 - Filing fee

\$ 35.00 - Resident agent fee.

We do not wish to receive a certified copy of the Articles, only proof of filing and document number. Please return the proof of filing to our office.

Thank you very much for your cooperation in this matter.

Sincerely,


JOHN S. DZURAK

JSD:lm
enclosures
xc: Punta Gorda Soccer Club, Inc.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 MAR 13 PM 1:55

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**ARTICLES OF INCORPORATION
OF
PUNTA GORDA SOCCER CLUB, INC.**
A Florida Non-Profit Corporation

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 MAR 18 PM 1:55

THIS IS TO CERTIFY that I, **JOHN S. DZURAK, ESQUIRE**, the undersigned, as Incorporator, for the purpose of forming a Corporation Not for Profit under the provisions of Chapter 617, Florida Statutes (1997), do hereby make, subscribe and acknowledge and file these Articles of Incorporation, and I do certify that:

1. The name of the Corporation is **PUNTA GORDA SOCCER CLUB, INC.**
2. The purposes for which **PUNTA GORDA SOCCER CLUB, INC.** is being incorporated are exclusively religious, charitable, scientific, literary, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue law.

Notwithstanding any other provision of these Articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax January 4, 1980, under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law.

In the event of dissolution, the residual assets of the organization will be turned over to one or more other organizations, all of which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, state, or local government for exclusive public purposes.

However, the actions of this corporation shall be limited as follows:

- a. Any income that may be received by this corporation shall be distributed in a

manner as not to subject this corporation to the fifteen (15%) percent excise tax for undistributed income under Section 4942 of the United States Internal Revenue Code.

b. Self-dealing, as that term is defined by Section 4941(d) of the United States Internal Revenue Code, shall be prohibited.

c. This corporation shall be prohibited from retaining excess business holdings, as that term is defined in Section 4943(c) of the United States Internal Revenue Code.

d. This corporation shall be prohibited from making investments prohibited by Section 4943(c) United States Internal Revenue Code.

e. This corporation shall be prohibited from making taxable expenditures as that term is defined by Section 4945(d) United States Internal Revenue Code.

3. The duration of this corporation shall be for perpetual existence.

4. The membership of this corporation shall be the subscribers and officers named herein, and all other persons admitted to membership by the Directors; and, the qualifications for members and the manner of their admission shall be regulated by the By-Laws of this corporation.

5. The name and address of the original Incorporator of this corporation is:

JOHN S. DZURAK, ESQUIRE

306 E. Olympia Avenue
Punta Gorda, FL 33950

6. The affairs of the corporation shall be managed by a Board of Directors of not less than three (3) nor more than eleven (11) members. The name and address of the persons who are to serve as the initial Directors of this corporation are:

JUAN I. RIVERA, M.D.
26545 Trujillo Drive
Punta Gorda, Florida 33983

ROBERT SCOTT LARSEN
4560 Duncan Road
Punta Gorda, FL 33982

MARE JANE KEESLING
449 Ricold Terrace
Port Charlotte, Florida

DONNA COPENHARVE
525 Tabebuia Tree
Punta Gorda, FL 33955

7. The corporation shall have the following corporate officers: a President, a Vice President, a Secretary and a Treasurer. Said corporate officers shall be elected by the Board of Directors on an annual basis.

8. The Board of Directors shall be elected on an annual basis. The initial Board of Directors shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified.

9. The Articles of Incorporation of this corporation shall be amended by Resolution passed by a majority of the Board of Directors.

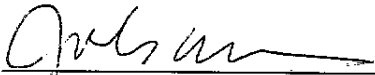
10. The By-Law of this corporation are to be made, altered or rescinded by the Board of Directors.

11. The initial business office of the corporation is to be located at 315 East Olympia Avenue, Suite 111, Punta Gorda, Florida 33950, and the name of its initial Registered Agent is JUAN I. RIVERA, M.D., whose mailing address is 315 East Olympia Avenue, Suite 111, Punta Gorda, Florida, 33950.

The acceptance by the Resident Registered Agent is attached hereto as Exhibit "A".

12. This corporation shall possess all powers now or hereafter conferred upon corporations not for profit by the statutes of the State of Florida.

IN WITNESS WHEREOF, I the undersigned subscribing incorporator, have
hereunto set my hand and seal this 13 day of March, 2002, for the purposes of forming
this Corporation Not for Profit under the laws of the State of Florida.


JOHN S. DZURAK, ESQUIRE,
Incorporator


**STATE OF FLORIDA
COUNTY OF CHARLOTTE**

BEFORE ME, the undersigned authority, duly authorized in the State and County
aforesaid to take acknowledgments personally appeared **JOHN S. DZURAK, ESQUIRE**,
to me well know to be the person described as subscriber in and who executed the
foregoing Articles of Incorporation and he acknowledged before me that he executed and
subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State above-named this

13 day of March, 2002.

My commission expires:


LYNDA R. MONKS, NOTARY PUBLIC
State of Florida at Large

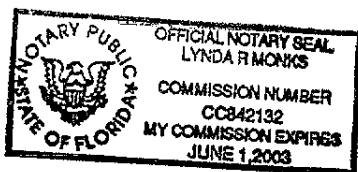



EXHIBIT "A"**CERTIFICATE DESIGNATING REGISTERED
OFFICE AND REGISTERED AGENT**

That **PUNTA GORDA SOCCER CLUB, INC.**, desiring to organize under the laws of the State of Florida, with its principal and registered office, as indicated in the Articles of Incorporation, located at 315 East Olympia Avenue, Suite 111, Punta Gorda, Florida, 33950, has named **JUAN I. RIVERA, M.D.**, located at 315 East Olympia Avenue, Suite 111, Punta Gorda, Florida 33950, and whose mailing address is the same, as its agent to accept service of process within this state

Having been named to accept service of process for **PUNTA GORDA SOCCER CLUB, INC.**, the above-named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

Dated: March 13, 2002.



JUAN I. RIVERA, M.D.,
Registered Agent

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 MAR 18 PM 1:56