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FLORIDA NON-PROFIT CORPORATION

palmetto bay soccer, inc.

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NOT FOR PROFIT
ARTICLES OF INCORPORATION
OF
PALMETTO BAY SOCCER, INC.

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CLERK OF DISTRICT COURT
JAN - 30 - 2003

Article I: Name

The name of the not for profit Corporation shall be: PALMETTO BAY SOCCER, INC.

Article II: Principal Office

The principal place of business and mailing address of the Corporation is 9497 S. Dixie Highway, #230, Miami, Florida 33156

Article III: Purpose

This Corporation is organized exclusively for charitable, religious, literary and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, including the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, and the receiving and accepting of property, whether real, personal, or mixed, by way of gift, bequest, or devise, from any person, firm, trust, or corporation, to be held, administered, and disposed of exclusively for charitable, religious, literary and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article IV: Prohibited Activities

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, members, officers, trustees, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

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Article V: Dissolution

The Corporation shall have a perpetual existence, unless dissolved according to law, commencing on the date of filing. Upon the dissolution of the Corporation, assets shall be distributed, after payment of all liabilities and obligations of the Corporation, for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article VI: Manner of Election

The directors shall be elected by a unanimous affirmative vote of the board of directors. The term of office shall be for two years. The directors may be elected for subsequent terms of office. Any vacancy occurring on the Board of Directors during a term of office shall be filled by a unanimous affirmative vote of the remaining directors.

Article VII: Initial Directors

The Corporation shall have a minimum of three directors. The following persons are the initial directors of the Corporation until their successors are duly elected as set forth in Article VI herein:

David Harper	9497 S. Dixie Highway #230 Miami, FL 33156
Jennifer Harper	9497 S. Dixie Highway #230 Miami, FL 33156
Joan A. Keston	521 Perugia Ave. Coral Gables, FL 33146

Article VIII: Initial Registered Agent and Address

The name and street address of the initial Registered Agent of the Corporation is David Harper at 9497 S. Dixie Highway, #230, Miami, FL 33156.

Article IX: Incorporator

The name and street address of the Incorporator of the Corporation is Joan A. Keston, Esq. at 521 Perugia Avenue, Coral Gables, FL 33146.

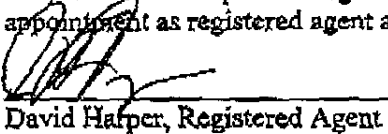
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IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 30th day of January, 2003.


Joan A. Keston, Esq., Incorporator

1/30/03
Date

Having been named as registered agent to accept service of process for the above stated Corporation at the place designated in this Certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


David Harper, Registered Agent

1/30/03
Date

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