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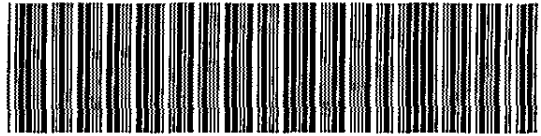
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03 JUN 30 AM 10:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W03-16621

Please send all correspondence to the following
Address: 6760 Bull Run Rd. #L-145
Miami Lakes, FL 33014



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

June 10, 2003

PETER L. DIPACE JR.
6760 BULL RUN RD #L-145
MIAMI LAKES, FL 33014

SUBJECT: IMPACT PLAYERS, INC.
Ref. Number: W03000016621

We have received your document for IMPACT PLAYERS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and 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) 245-6931.

Becky McKnight
Document Specialist
New Filings Section

Letter Number: 503A00036173

STATE OF FLORIDA
NOT-FOR-PROFIT CORPORATION
ARTICLES OF INCORPORATION
OF

IMPACT PLAYERS EDUCATIONAL SERVICES, INC.

FILED
03 JUN 30 AM 10:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned acting as incorporators of a corporation under Chapter 617, Florida Statutes, as amended, adopts the following Articles of Incorporation for such corporation:

ARTICLE ONE

Name

The name of the corporation is Impact Players Educational Services, Inc.

ARTICLE TWO

Principle Office and Address

The street address of the initial principal office is not known, and the mailing address of the corporation is 6760 Bull Run Rd #L-145 Miami Lakes, Florida 33014.

ARTICLE THREE

Duration

The term of existence of the Corporation is perpetual; and the corporate existence will commence on the day of the filing of these articles by the Department of State.

ARTICLE FOUR

Purpose

The purposes for which the Corporation is organized and shall be operated exclusively for are:

- (1). Educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (i.e. including both the instruction of children for the purposes of improving their capabilities and the instruction of the public at large on subjects useful to individuals and beneficial to the community).
- (2). To foster national or international amateur sports competition among children (but only if no part of its activities involve the provision of athletic facilities or equipment), as specified in such Section 501(c)(3).
- (3). This corporation shall be organized and operated in the public interest, not for the benefit of designated persons or its founders, and will not, except to an insubstantial

amount, engage in activities that do not further this organization's exempt purposes. Such purposes shall include but shall not be limited to providing financial support, by way of grants, contributions, loans or otherwise, to other organizations exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

(4). No part of the assets of the corporation and no part of any net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, 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 in the Articles of Incorporation. 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 any political campaign of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation or the by-laws of the corporation, the corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

(5). Upon dissolution of the corporation, assets shall be distributed 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.

(6). The corporation will be organized for any one or more lawful purposes, consistent with the aforementioned purposes.

All references herein: (i) to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986, as now in force or hereafter amended; and (ii) to particular sections of the Internal Revenue Code shall be deemed to refer to similar or successor provisions hereafter adopted.

ARTICLE FIVE

Directors

A Board of Directors having at least 3 Directors shall manage the affairs and business of the corporation. The directors and officers of the corporation, terms of office, method of selection, respective duties, and all things pertaining thereto, are defined and established by the by-laws of the corporation.

The name and address of the persons who are to serve as the initial directors until the first annual election of directors pursuant to the by-laws of the corporation are:

Hilroy Thomas
6429 Cow Pen Road
Miami, FL 33014

Juan Carlos Perez
7730 S.W. 68th Terrace
Miami, FL 33143

Denise DiPace
105 Esplande Street
Selkirk, NY 12158

ARTICLE SIX

Powers

Without in any way limiting the foregoing, the corporation shall have those powers granted by Chapter 617 of the Florida Statutes.

The corporation shall be a not-for-profit corporation and shall have no authority to issue capital stock.

The corporation shall not be a membership corporation.

ARTICLE SEVEN

Registered Office and Agent

The initial registered office of the Corporation shall be located at 6760 Bull Run Road #L-145, Miami Lakes, Florida 33014. The initial registered agent of the Corporation at that address shall be Peter L. DiPace Jr.

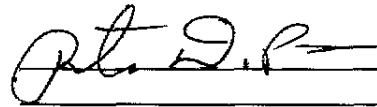
ARTICLE EIGHT

Incorporators

EIGHTH: The names and addresses of the incorporators to these Articles of Incorporation are:

Peter L. DiPace Jr.
6760 Bull Run Road Apt. L-145
Miami, FL 33014

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation as of the 28th day of May, 2003.


_____, Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

The following is submitted in accordance with the requirements of Chapter 48.091,
Florida Statutes:

Impact Players Educational Services, Inc., desiring to organize under the laws of the
State of Florida with its registered office, as indicated in the Articles of Incorporation, in the
Town of Miami Lakes, County of Miami-Dade, State of Florida, has named Peter L. DiPace Jr.,
located at 6760 Bull Run Road #1-145, Miami Lakes, Florida 33014, as its agent to accept
service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation at the
place designated in this Certificate, I hereby accept to act in this capacity and agree to comply
with the provisions of Chapter 48.091, F.S. relative to keeping open said office. Accepted this
28th day of May, 2003.

Impact Players Educational Services, Inc.

By: _____

President

Registered Agent

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TALLAHASSEE, FLORIDA