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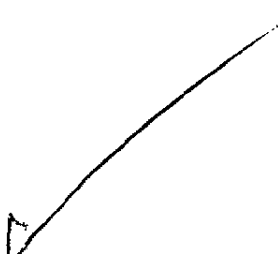
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ARTICLES OF INCORPORATION

OF

USA POWER Baseball Academy, Inc.  
*a non-profit Florida corporation*

*(Pursuant to s. 617.0202, Florida Statutes.)*

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TALLAHASSEE

The undersigned has, for the purpose of forming a non-profit corporation under the laws of Florida, adopted the following Articles of Incorporation.

1. **Name.** The name of this corporation is USA POWER Baseball Academy, Inc. The duration of the corporation shall be perpetual.
2. **Tax-Exempt Status.** The tax exempt purposes of this corporation shall be to receive and maintain a fund or funds of real or personal property or both and, subject to the restrictions and limitations which are hereinafter set forth, to use and apply the whole or any part of the income from the principal of the fund or funds exclusively for charitable, religious, scientific, literary or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code and its regulations as they now exist or any may hereafter be amended. Notwithstanding any other provision of these Articles of Incorporation, this corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by organizations described in §501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.
3. **Tax-Exempt Status for Educational Association.** This corporation shall not directly or indirectly perform any act or transact any business that will jeopardize the tax-exempt status of the corporation under §510(c)(6) of the Internal Revenue Code and its regulations, as such section and regulations now exist or may hereafter be amended, or under corresponding laws and regulations hereafter adopted. No part of the assets or the net earnings of the corporation, current or accumulated, shall inure to the benefit of any private individual.
4. **Initial Objectives.** The specific charitable, scientific, literary, and educational objectives of this corporation are:

To create and operate a non-profit Baseball Academy, year around baseball training and tournament participations for boys and girls in between the ages of 6-13. Help them prepare for a athletic opportunity in High School.

5. **Powers.** In furtherance of its objectives and to provide funds therefor, this corporation shall have the capacity and power to do any and all things necessary and appropriate to their accomplishment, including but not limited to:

a. To hold, manage and administer any and all real and personal property of every kind and description acquired by the corporation; to use and apply the whole or part of the income therefrom and the principal interest thereof exclusively for charitable, religious, scientific, literary or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

b. To accept and receive by gift, devise, bequest or otherwise for the uses and purposes of this corporation, any property -- real, personal or mixed -- of any kind, nature or description.

c. To acquire by purchase, lease or otherwise; to own, hold, maintain and improve; to sell, exchange, mortgage, license, lease or otherwise dispose of, such real and personal property as may be necessary to further accomplish this corporation's purposes.

d. To invest and reinvest its funds and assets, subject to the limitations and conditions contained in any gift, devise, bequest or grant; provided, however, that such limitations and conditions are not in conflict with the provisions of §501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

e. To make and enter into contracts and agreements of every kind and description necessary to further the purposes of this corporation and to apply for, receive, contract, administrate, and perform gifts, grants, awards, contracts, and programs to accomplish its purposes with any and all governmental, charitable, educational, or scientific organizations.

f. To lend its funds upon adequate security and to borrow for its corporate purposes and secure the same by mortgage or pledge of any and all its corporate real or personal property or both.

g. To exercise all rights and privileges appurtenant to any securities or any property held by this corporation, including, but without limitation to, the right to vote any share of stock which may be held by this corporation.

h. To act as trustee of funds for trusts created solely for charitable, religious, scientific, literary or educational purposes as shall be in furtherance of the purposes and objectives of this corporation.

i. To do any and every act or thing, and to engage in any other activity or undertaking necessary or convenient to the fulfillment of the purposes of this corporation which a corporate body may lawfully do or perform; provided, however, that only such acts or things shall be done and such activities or undertakings engaged in as are in furtherance of the tax-exempt purposes of this corporation

and as may be done or engaged in by an organization exempt under §501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

j. No substantial part of the activities of this corporation shall be carrying on propaganda or otherwise attempting to influence legislation, and this corporation shall not participate in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

k. To hold meetings, lectures, and other educational, business, and social programs, to engage speakers, to compile and distribute information, and to provide printed material, forms, recordings, and other presentations or materials for the benefit of the members and/or the public.

l. To collect dues, to engage in fund-raising activities, and to borrow money and to issue notes and other evidences of indebtedness and obligations from time to time for any lawful corporate purpose or objective, and to mortgage, pledge, and otherwise charge any or all its properties, rights, privileges, and assets to secure the payment thereof.

m. To establish terms and conditions of membership in the corporation.

n. To do any and every act or thing, and to engage in any other activity or undertaking necessary or convenient to the fulfillment of the purposes of this corporation which a corporate body may lawfully do or perform; provided, however, that only such acts or things shall be done and such activities or undertakings engaged in as are in furtherance of the tax-exempt purposes of this corporation and as may be done or engaged in by an organization exempt under §501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

6. **Non-Profit Status.** This corporation shall be a non-profit corporation and shall have no capital stock, and no dividends or pecuniary profits shall be declared or paid to the directors, officers, or members thereof. No part of the net earnings of this corporation shall inure to the benefit of any director, officer, or member of this corporation or any private individual, provided, however, that reasonable compensation may be paid for services rendered to this corporation in the furtherance of its purposes.

7. **Classes of Membership.** The present members of this corporation are the incorporators and directors thereof. Any person may become a member of this corporation under the terms and conditions established in the by-laws of this corporation.

8. **Registered Agent.** This corporation appoints Roy F. Woodruff, who has been a bona fide resident of the State of Florida for at least three years, as its Registered agent in and for the State of Florida. The complete name and address of the Registered Agent is

Roy F. Woodruff  
1900 SW 57th Avenue - Suite 2  
Miami, Florida 33155

9. **Principal Office.** The The principal place of business and mailing address of the corporation

shall be

5631 NW 188th Street, Opa Locka, Florida 33055

10. **Board of Directors.** The number of directors of the corporation shall be fixed and may be altered from time to time as may be provided in the by-laws. In case of any increase in the number of directors, the additional directors may be elected by the directors or by the members at an annual or special meeting, as shall be provided in the by-laws.

The names and addresses of the members of the initial Board of Directors, who shall serve until their successors are qualified according to the by-laws, are:

Amiris Basilio 5631 NW 188th Street, Opa Locka, FL 33055  
Cleyvis Basilio 5631 NW 188th Street, Opa Locka, FL 33055


11. **Manner of Election.** The manner in which the directors are elected or appointed is:

The members of the Board of Director shall appoint up to six additional members to the Board of Directors.

12. **Incorporators.** The name and address of the incorporator is:

Cleyvis Basilio  
5631 NW 188th Street  
Miami, Florida 33055

IN WITNESS WHEREOF, the following incorporator has signed these Articles of Incorporation  
this date: 7/16/04.

  
Cleyvis Basilio

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04 JUL 20 AM 11:56  
STATE OF FLORIDA  
TALLAHASSEE

ACCEPTANCE BY REGISTERED AGENT

Having been named as a 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.

DATE: 7/16/04

  
Roy F. Woodruff