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SOCCER FOR ALL, INC.

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Date: Thu, 28 Aug 2008 11:40:37 -
0400

From: Cynthia L. Moore

of Pages: 6

Ref #: 214215.0001

Comments:

Per my telephone conference with the amendment section of today's date, the amended articles have been rejected due to lack of adoption language. Attached is a revised amendment adding the proper language for the adoption (see page 1 "SECOND"). Please use August 22 as the filing date. Thank you.

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SOCCER FOR ALL, INC.
A Florida Not For Profit Corporation**

2008 AUG 22 PM 3: 06

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1005 of the Business Corporation Act of the State of Florida, the undersigned, being the Sole Incorporator of Soccer For All, Inc., a Florida Not For Profit Corporation (hereinafter the "Corporation") and desiring to amend and restate its Articles of Incorporation, does hereby certify:

FIRST: The Articles of Incorporation of the Corporation were filed with the Secretary of State of Florida on January 13, 2006, Document Number N06000000419.

SECOND: These Amended and Restated Articles of Incorporation, which supersede the original Articles of Incorporation and all amendments to them, were adopted by the Board of Directors of the Corporation as of August 22, 2008. There are no members or members entitled to vote on the amendment. To effect the foregoing, the text of the Articles of Incorporation is hereby restated and amended as herein set forth in full:

ARTICLE I - NAME

The name of this Corporation is Soccer For All, Inc.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation shall be 2525 Ponce de Leon Boulevard, Suite 400, Coral Gables, Florida 33134, Attention: Alfredo L. Gonzalez.

ARTICLE III - PURPOSE

A. This Corporation is organized and shall be operated exclusively for religious, charitable, education, sports, athletic and recreational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including, but not limited to, the following: To promote soccer in the United States (the "United States"), including developing, promoting and establishing tournaments, games, clinics, academies in order to instruct and raise the knowledge and awareness of the population of the United States in regards to soccer.

B. No part of the net earnings of the Corporation shall inure to the benefit, or be distributable to, its directors, trustee, 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 tax exempt purposes set forth herein.

C. This Corporation shall have all of the powers of a natural person, subject only to limitations imposed by these Articles, the Bylaws of this Corporation and applicable laws.

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Notwithstanding any such powers, or any other provision of these Articles, this 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 Code, or (ii) by a corporation organized under Section 170(c)(2) of the Code, or (iii) by a corporation as defined in Section 617.0835, Fla. Stat. Notwithstanding any of the above statements of purpose and powers, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise of any powers that are not in furtherance of the primary purposes of this Corporation.

D. No substantial part of the activities of this Corporation shall involve itself in propaganda or otherwise attempt to influence legislation (except as otherwise provided in Section 501(h) of the Code), and the Corporation shall not participate in, or intervene in any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office.

E. This Corporation shall have and exercise all rights and powers conferred on non-profit corporations under the laws of the State of Florida, or which may hereafter be conferred, in order to promote religious, charitable, scientific, educational, sports, athletic and recreational purposes.

ARTICLE IV - DISSOLUTION

In the event of the complete or partial liquidation or dissolution of the Corporation, whether voluntary or involuntary, no member, director or officer shall be entitled to any distribution or division of the Corporation's property or proceeds therefrom, and the balance of all money and other property received by the Corporation from any source, after the payment of all debts and obligations of the Corporation, shall be used or distributed, subject to the order of the Circuit Court of the State of Florida, as provided by law, exclusively to an organization or organizations which themselves are exempt organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended (or corresponding sections of any prior or future law), or to the federal, state or local government for exclusively public purposes.

ARTICLE V - DURATION

The term of existence of the Corporation is perpetual.

ARTICLE VI - ENABLING LAW

This Corporation is organized pursuant to the "Corporations Not For Profit Act" of the State of Florida, as set forth at Chapter 617 of the Florida Statutes.

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ARTICLE VII - MEMBERSHIP

Initially the Corporation shall have no members but the Board of Directors may determine by majority vote at any time if the Corporation shall have members. If the Corporation shall have members, the number of members, their qualifications and the manner of their admission shall be prescribed from time to time by the Board of Directors in an amendment to the Bylaws of the Corporation.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The Corporation shall have three (3) Directors, initially. The number of Directors may be increased or diminished from time to time in accordance with the Bylaws, but shall never be less than three (3). The manner and method of electing the Directors shall be in accordance with the Bylaws. The names and post office addresses of the members of the first Board of Directors who shall serve until their successors are elected are:

Jose Thadeu Goncalves
9440 Boca Circle Drive
Boca Raton, FL 33434

Fabio Tordin
6346 N.W. 113 Court
Doral, FL 33178

Julio Cesar Ponte Mariz Pinto
251 Crandon Boulevard, #833
Key Biscayne, FL 33149

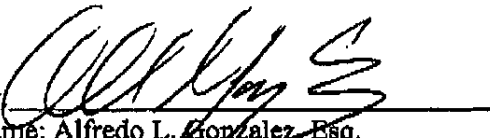
ARTICLE IX - REGISTERED OFFICE AND AGENT

The name of the registered agent in Florida for the Corporation is Alfredo L. Gonzalez, Esq., Adorno & Yoss LLP., 2525 Ponce de Leon Boulevard, Suite 400, Coral Gables, Florida 33134.

ARTICLE X - BYLAWS

The Bylaws of this corporation may only be made, altered or rescinded by a majority vote of the Board of Directors, unless all of the Directors sign a written statement manifesting their intention that the Bylaws be made, altered or rescinded.

Dated: August 22, 2008

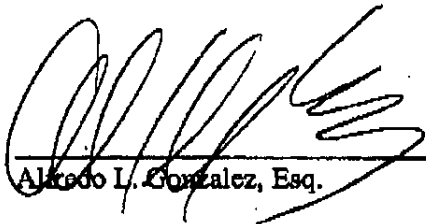
By 
Name: Alfredo L. Gonzalez, Esq.
Title: Authorized Representative

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ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for Soccer For All, Inc., at the registered office designated in the Corporation's Amended and Restated Articles of Incorporation, the undersigned accepts the appointment of registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

Dated: August 22, 2008



Alfredo L. Gonzalez, Esq.