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FLORIDA PROFIT/NON PROFIT CORPORATION

Mandarin Football League, Inc.

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**ARTICLES OF INCORPORATION
OF
MANDARIN FOOTBALL LEAGUE, INC.
(A Florida not-for-profit corporation)**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME AND ADDRESS

The name of this corporation shall be "Mandarin Football League, Inc." hereinafter referred to as "the Corporation."

The address of the principal office and mailing address of this Corporation is 11250 Old St. Augustine Road, Suite 15-351, Jacksonville, Florida 32257, or at such other location within the State of Florida as may be hereafter established by the Board of Directors.

ARTICLE II - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 12721 Knotah Road, Jacksonville, Florida 32258 and the name of its initial registered agent at such address is Michael Netting.

ARTICLE III - PURPOSE

The purposes for which the Corporation is formed, and the business and objects to be carried on and promoted by it, are as follows:

(a) This Corporation is organized and shall be operated exclusively for the promotion of religious, charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and the Treasury Regulations issued thereunder, or the corresponding section of any future United States internal revenue law.

(b) Notwithstanding any other provision of these Articles of Incorporation:

(i) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any director or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation and payments and distributions may be made in furtherance of one or more of the purposes of the Corporation); and no director, officer, or any private individual shall be entitled to share in the distributions of any of the corporate assets on dissolution of the Corporation.

(ii) 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

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(iii) The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code and the Treasury Regulations as they now exist or as they may hereafter be amended or replaced, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code and Treasury Regulations as they now exist or they may hereafter be amended or replaced.

(iv) Upon the dissolution of the Corporation, the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose, as determined by the Board of Directors of the Corporation. 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.

(v) The Corporation is organized pursuant to the Florida Not For Profit Corporation Act and does not contemplate pecuniary gain or profit and is organized for nonprofit purposes.

ARTICLE IV - POWERS

The Corporation shall have all the powers of not-for-profit corporations under Chapter 617, Florida Statutes, or successor laws.

ARTICLE V - TERM OF EXISTENCE

The Corporation shall have perpetual existence, unless sooner dissolved in accordance with Florida law.

ARTICLE VI - MEMBERS OF THE CORPORATION

The Members of the Corporation shall be the Board of Directors elected in accordance with the Bylaws of the Corporation.

ARTICLE VII - DIRECTORS AND OFFICERS

The affairs of the Corporation shall be managed by a Board of Directors that shall have all of the powers necessary or appropriate for the administration of the affairs of the Corporation. There shall be no fewer than three (3) nor more than seven (7), directors, as determined from time to time as provided in the Bylaws. The Board of Directors may elect such officers as they may from time to time determine to be necessary for the effective operation of the Corporation, including a President, Vice President, Secretary and Treasurer.

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ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator is Michael Netting, 12721 Knotah Road, Jacksonville, Florida 32258.

ARTICLE IX - DISSOLUTION

Upon the dissolution of the Corporation, the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the 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 X - AMENDMENTS

These Articles of Incorporation may be amended by a majority vote of the members of the Corporation at any annual meeting, or at any special meeting called for that purpose.

For the purpose of organizing a not-for-profit corporation under Chapter 617, Florida Statutes, the Incorporator hereby signs this document this 17 day of January, 2007



Michael Netting - Incorporator

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the below named Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is Mandarin Football League, Inc.
2. The name and address of the registered agent and office are Michael Netting, 12721 Knotah Road, Jacksonville, Florida 32258.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



Michael Netting, Registered Agent

Date: 1/17/07

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