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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LAW OFFICES FREEMAN AND BURK 236 SAN MARCO AVENUE ST. AUGUSTINE, FLORIDA 32084

SUSAN M. BURK LEANNA S.A. FREEMAN TEL 904 829-1960 FAX 904 829-5773 E-MAIL fblaw@aug.com

May 15, 2007

Department of State Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

Re: Ancient City Soccer, Inc.

Dear Sir or Madam:

Enclosed are an original and two (2) copies of the Articles of Incorporation and a check for:

\$87.50 for Filing Fee, Certificate of Status & Certified Copy

For further information concerning this matter, please call the undersigned at (904) 829-1960.

Sincerely,

Leanna S.A. Freeman

For the Firm

LSAF:er Enclosures

cc: Mr. Rick Royal

LAW OFFICES FREEMAN AND BURK 236 SAN MARCO AVENUE ST. AUGUSTINE, FLORIDA 32084

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SUSAN M. BURK LEANNA S.A. FREEMAN TEL 904 829-1960 FAX 904 829-5773 E-MAIL fblaw@aug.com

May 18, 2007

Department of State Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

Attn: Tammy Hampton

Re: Ancient City Soccer, Inc.

Dear Ms. Hampton:

Pursuant to our telephone conversation today, enclosed are original and two copies of Articles of Incorporation of Ancient City Soccer, Inc. which replaces the Articles previously forwarded to you.

Please have the enclosed Articles of Incorporation filed and return the Certificate of Status and Certified Copy.

If you have any questions, or if anything further is required, please advise. Thank you for your assistance in this matter.

Singerely,

Elizabeth Rosone Legal Assistant For the Firm

Enclosures

cc: Mr. Rick Royal

Effective Date 06/01/2007

ARTICLES OF INCORPORATION OF ANCIENT CITY SOCCER, INC.

In compliance with the requirements of F.S. Chapter 617 (Not for Profit), the undersigned hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a not for profit corporation.

ARTICLE I - NAME

The name of the Corporation is: Ancient City Soccer, Inc.

ARTICLE II - DATE OF EXISTENCE

The existence of the Corporation shall begin on: June 1, 2007.

ARTICLE III - PRINCIPAL OFFICE

The principal place of business shall be:

And the mailing address of this corporation shall ben's

P.O. Box 860217
St. Augustine, FL 32086

ARTICLE IV - PURPOSE

The purpose for

The purpose for which the corporation is organized is: A not for profit soccer club for children.

This organization is organized exclusively for charitable, religious, educational and scientific purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 this purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code; or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or 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 disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization 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 V - MANNER OF ELECTION

The manner in which the directors are elected or appointed: Appointed by a volunteer Board of Directors.

ARTICLE VI - INITIAL DIRECTORS AND/OR OFFICERS

Rick Royal President 1440 Corunna St. Augustine, FL 32080

Jeff Damus Treasurer 5379 Soundview Ave. St. Augustine, FL 32080

Janette Berk Secretary 52 St. Augustine Blvd. St. Augustine, FL 32080

Micah Clukey Past President 106 N. Matanzas Blvd. St. Augustine, FL 32080

ARTICLE VII - INITIAL REGISTERD AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent is:

Rick Royal 1440 Corunna St. St. Augustine, FL 32080

ARTICLE VIII - INCORPORATOR

The name and street address of the incorporator is:

Name

Address

Rick Royal

1440 Corunna St. St. Augustine, FL 32080

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

Rick Royal

Registered Agent

Rick Royal

Incorporator

5/18/07 Date 5/18/07

Date