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To: Division of Corporations
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From: Account Name : A 1 A CORPORATE SERVICES, INC.
Account Number : 120010000247
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2007 AUG - 7 P 4: 02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT/NON PROFIT CORPORATION

Athletes of the Americas, Inc.

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ARTICLES OF INCORPORATION

OF

Athletes of the Americas, Inc.

Pursuant to the provisions of section 617.1006 of the statutes of the State of Florida in the United States of America, the following articles of incorporation are hereby adopted

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ARTICLE I

The name of the corporation shall be ATHLETES OF THE AMERICAS, Inc. (hereinafter referred to as the "Corporation"). The corporation is organized exclusively for charitable, educational and scientific purposes and for the making of distributions in furtherance of such purposes as permissible for non-profit corporations to make under section 501(c)(3) of the Internal Revenue Code of the United States.

ARTICLE II

The street address of the initial principal office of the Corporation shall be 6187 NW 167th St, Suite H-36 Miami, Florida 33015 U.S.A.

ARTICLE III

The purpose of the corporation is to unite Olympians and promote Olympism by bringing the Olympians of the Americas together and encouraging their involvement in public service.

The Corporation is authorized to engage in and transact any and all lawful business within and without the State of Florida or the United States of America for which corporations not for profit may be incorporated under Chapter 617 of the Statutes of the State of Florida, as amended and supplemented. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, trustees, directors, 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 of the Corporation, as permitted by section 501(c)(3) of the Internal Revenue Code of the United States. No substantial part of the activities of the corporation shall be the carrying on of

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propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

ARTICLE IV

The initial directors and officers shall be as hereinafter designated:

| | |
|--|--|
| Richard D. Fosbury P O Box 1791 Ketchum Idaho 83340 | <i>Director</i> <i>President</i> |
| Anthony Ledgard Grimm 1200 Anastasia Ave. Suite 305 Coral Gables Florida 33134 | <i>Director</i> <i>Secretary</i> |
| Wilfredo Almonte 1200 Anastasia Ave. Suite Coral Gables Florida 33134 | <i>Director</i> <i>Vice President</i> |
| Jan Boutmy 1200 Anastasia Ave. Suite 305 Coral Gables Florida 33134 | <i>Director</i> <i>Vice President</i> |

The succeeding officers and directors of the Corporation shall be elected in accordance with terms and conditions set forth in the bylaws for the Corporation.

ARTICLE V

The Corporation shall have all of the powers conferred upon corporations organized pursuant to the provisions of Chapter 617 of the Statutes of the State of Florida in the United States of America, as amended and supplemented.

Notwithstanding any provision contained in these articles, the corporation shall distribute its income for each taxable year in accordance with all applicable law governing non-profit corporations so as not to subject the corporation to tax under section 4942 of the Internal

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Revenue Code of the United States. In addition, the Corporation shall not, during any period and to the extent it is a private foundation described in section 509 of the Internal Revenue Code, (a) engage in any act of self-dealing; (b) retain any excess business holdings; (c) make any investments in a manner as to subject the corporation to tax under section 4944 of the Internal Revenue Code; or (d) make any taxable expenditure as defined in section 4945(d) of the Internal Revenue Code.

ARTICLE VI

The corporation shall be perpetual. Upon the dissolution of this non-profit corporation assets shall be distributed by the officers of the Corporation in accordance with one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue code or corresponding section of any future U.S. Federal tax code.

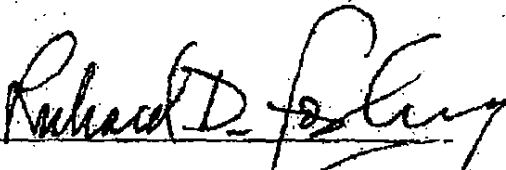
ARTICLE VII

The street address of the initial registered office of the Corporation is 6187 NW 167th St; Suite H-36 Miami, Florida 33015, and the initial registered agent of the Corporation at that address is Andres MONTEJO, Esq.

ARTICLE VIII

The name and address of the incorporator for the Corporation is Richard D. FOSBURY, whose address is P.O. Box 1791 Ketchum, Idaho U.S.A. 83340.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this August, 31 2007


RICHARD D FOSBURY, Incorporator

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**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT
AND REGISTERED OFFICE**

PURSUANT TO FLORIDA STATUTES, THE UNDERSIGNED 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

ATHLETES OF THE AMERICAS, INC.
2. The name and address of the registered agent is:

ANDRES MONTEJO, ESQ.,
6187 NW 167th St, Suite H-36 Miami, Florida 33015.

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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.



ANDRES MONTEJO, ESQ., Registered Agent

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