

N40483

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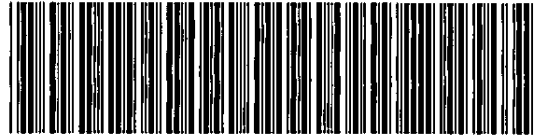
(Business Entity Name)

(Document Number)

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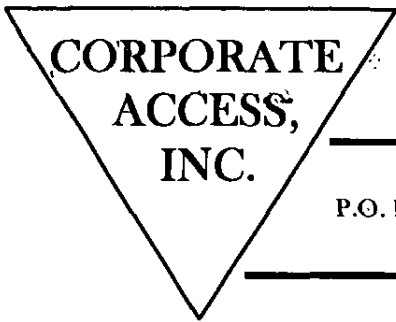
Merger &

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Merger

1.

EAST Broward United Soccer Club, Inc.
(CORPORATE NAME AND DOCUMENT #)

2.

(CORPORATE NAME AND DOCUMENT #)

3.

(CORPORATE NAME AND DOCUMENT #)

4.

(CORPORATE NAME AND DOCUMENT #)

5.

(CORPORATE NAME AND DOCUMENT #)

6.

(CORPORATE NAME AND DOCUMENT #)

SPECIAL INSTRUCTIONS:

ARTICLES OF MERGER OF
EAST BROWARD UNITED SOCCER CLUB,
A FLORIDA NOT FOR PROFIT CORPORATION,
WITH AND INTO
COCONUT CREEK SOCCER CLUB, INC.,
A FLORIDA NOT FOR PROFIT CORPORATION

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TALLAHASSEE, FLORIDA

Pursuant to Section 617.1105 of the Florida Not For Profit Corporation Act, the parties hereto hereby adopt the following Articles of Merger for the purpose of merging them into one corporation (the "Merger"):

First: The name and jurisdiction of the surviving corporation is Coconut Creek Soccer Club, Inc., a Florida not for profit corporation, Document number N40483 ("Coconut Creek Soccer").

Second: The name and jurisdiction of the merging corporation is East Broward United Soccer Club, Inc., a Florida not for profit corporation, Document number N02000009880 ("East Broward United").

Third: The Plan of Merger is attached hereto as Exhibit A.

Fourth: The Merger shall become effective on the date on which these Articles of Merger are filed with the Florida Department of State (the "Effective Date").


Fifth: There are no members of Coconut Creek Soccer entitled to vote on the Plan of Merger. The Plan of Merger was adopted by the unanimous written consent of the board of directors of Coconut Creek Soccer on ~~August 7~~, 2007 and executed in accordance with Section 617.0821, Florida Statutes. September

Sixth: There are no members of East Broward United entitled to vote on the Plan of Merger. The Plan of Merger was adopted by the unanimous written consent of the board of directors of East Broward United on ~~August 7~~, 2007 and executed in accordance with Section 617.0821, Florida Statutes. September

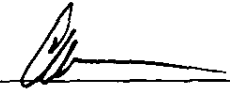
Seventh: The name of the surviving corporation after the Merger shall be **SOUTH FLORIDA ELITE FUTBOL, INC.**, a Florida not for profit corporation.

IN WITNESS WHEREOF, the Coconut Creek Soccer and the East Broward United have caused these Articles of Merger to be executed by their respective directors as of ~~August~~, 2007. Sept 8, 2007

COCONUT CREEK SOCCER CLUB, INC.

By: 
Name: Glen Baird
Its: Director

EAST BROWARD UNITED SOCCER CLUB, INC.

By: 
Name: Carolina Henao-Freitas
Its: Director

PLAN OF MERGER

THIS PLAN OF MERGER (the "Plan") is made and entered into as of this 8th day of ~~August~~ September, 2007, by and between **EAST BROWARD UNITED SOCCER CLUB, INC.**, a Florida not for profit corporation (the "Merging Corporation"), and **COCONUT CREEK SOCCER CLUB, INC.**, a Florida not for profit corporation (the "Surviving Corporation"). The Merging Corporation and the Surviving Corporation are hereinafter sometimes referred to collectively as the "Constituent Corporations."

WITNESSETH:

WHEREAS, the directors of the Constituent Corporations have determined that it would be in the best interest of such corporations and their respective shareholders for the Merging Corporation to merge with and into the Surviving Corporation in accordance with Section 617.1101 of the Florida Not For Profit Corporation Act.

NOW, THEREFORE, in consideration of the premises, and the mutual covenants, agreements, provisions and grants herein contained, the Constituent Corporations hereby agree and prescribe the terms and conditions of this Plan of Merger and the mode of carrying the same into effect, as follows:

1. **Merger.** Subject to and on the terms and conditions set forth herein, on the Effective Date (as defined in Section 2 below), the Merging Corporation shall be merged (the "Merger") with and into the Surviving Corporation, with the Surviving Corporation remaining the surviving corporation. The name of the Surviving Corporation shall be **SOUTH FLORIDA ELITE FUTBOL, INC.**, a Florida not for profit corporation.

2. **Effective Date.** The Merger shall become effective upon the filing of the Articles of Merger with the Florida Department of State (the "Effective Date").

3. **Effect of Merger.** Upon the Effective Date: (a) the Merging Corporation and the Surviving Corporation shall become a single corporation and the separate corporate existence of the Merging Corporation shall cease; (b) the Surviving Corporation shall succeed to and possess all the rights, privileges, powers, and immunities of the Merging Corporation which, together with all of the assets, properties, business, patents, trademarks, and goodwill of the Merging Corporation, of every type and description wherever located, shall vest in the Surviving Corporation without further act or deed; and (c) all rights of creditors and all liens upon any property of the Constituent Corporations shall remain unimpaired.

4. **Articles of Incorporation, Bylaws, Officers and Directors of Surviving Corporation.** Upon the Effective Date: (a) the Articles of Incorporation of the Surviving Corporation shall remain and continue as the Articles of Incorporation of the Surviving Corporation until amended in the manner provided by law; (b) the Bylaws of the Surviving Corporation shall remain and continue as the Bylaws of the Surviving Corporation until amended in the manner provided by law; and (c) the directors of the Surviving Corporation and their addresses shall be as follows:

Illana Joseph
21533 Halstead Drive
Boca Raton, Florida 33428

Carolina Henao-Freitas
5801 NE 1st Terrace
Ft. Lauderdale, Florida 33334

Curtis Bucknor
5975 W. Sunrise Blvd., Suite 207
Sunrise, Florida 33313

Michael C. Marsh
Chairperson of the Board
6220 Almond Terrace
Plantation, Florida 33317

Michael Paulus
9011 NW 62 Place
Parkland, Florida 33067

(d) the following individuals shall serve as officers of the Corporation in the offices set forth adjacent to their names:

Illana Joseph	Vice President
Carolina Henao-Freitas	Vice President
Curtis Bucknor	Treasurer
Michael Paulus	Secretary
Carmen Contreras	Registrar
Pilar Leon	Registrar

The officers and directors of the Surviving Corporation shall remain and continue as the officers and directors of the Surviving Corporation until their successors are duly elected and qualified in the manner provided for in Bylaws of the Surviving Corporation or by law.


5. **Governing Law.** This Plan of Merger shall be governed and construed in accordance with the laws of the State of Florida.

6. **Counterparts.** This Plan of Merger may be executed in counterparts, each of which when so executed shall constitute an original copy hereof, but both of which together shall be considered but one and the same document.

IN WITNESS WHEREOF, the parties have executed this Plan of Merger on the date first above written.


SURVIVING CORPORATION

COCONUT CREEK SOCCER CLUB, INC.

By: 
Name: Glen Baird
Its: Director

MERGING CORPORATION

EAST BROWARD UNITED SOCCER CLUB, INC.

By: 
Name: Carolina Henao-Freitas
Its: Director