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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
SOUTH FLORIDA SPORTS FOUNDATION, INC.**

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AMENDED AND RESTATED ARTICLES OF INCORPORATION**OF****SOUTH FLORIDA SPORTS FOUNDATION, INC.**

Pursuant to the provisions of Section 617.1007 of the Florida Not for Profit Corporation Act (the "Act"), the undersigned do hereby execute and submit for filing with the Florida Department of State these Amended and Restated Articles of Incorporation of South Florida Sports Foundation, Inc. (the "Corporation") as follows:

ARTICLE I
NAME

The name of the Corporation is South Florida Sports Foundation, Inc.

ARTICLE II
DURATION

The term of existence of the Corporation is perpetual.

ARTICLE III
PURPOSES

The purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary or educational, or the prevention of cruelty to children or animals, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Code (the "Code"). Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activity not permitted to be carried on by an organization exempt from Federal income taxation under Section 501(c)(3) of the Code.

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ARTICLE IV
MEMBERS

The Corporation shall have members, the qualification of such members and the manner of their admission and expulsion shall be as regulated by the Bylaws. The Corporation is organized upon a non-stock basis and shall not issue shares of stock.

ARTICLE V
DIRECTORS

The powers of the Corporation shall be exercised, its property controlled and its affairs conducted by a Board of Directors consisting of not less than three (3) persons. The number of Directors of the Corporation may be increased or diminished from time to time in the manner specified in the Bylaws of the Corporation, but shall not be reduced to less than three (3). The manner and method of election of Directors shall be as specified in the Bylaws of the Corporation.

ARTICLE VI
Distribution and Compensation

No part of the assets, income or net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Directors or officers of the Corporation, 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 set forth in Article III hereof. No part of the assets, income or net earnings of the Corporation shall be used other than for the objects and purposes of the Corporation as set forth herein.

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 or intervene in any political campaign on behalf of any candidate for public office (including the publishing or distribution of statements).

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not, except to an insubstantial degree, engage in any activity or exercise any powers that are not in furtherance of the purposes set forth in Article III hereof.

ARTICLE VII
DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes set forth in Article III hereof (including distributing them to such organization or organizations organized and operated exclusively for the purposes set forth in Article VI hereof as shall, at the time, qualify as an organization or organizations exempt from Federal income taxation under Section 501(c)(3) of the Code).

ARTICLE VIII
BYLAWS

Subject to the limitations contained in the Bylaws, and any limitation set forth in the Florida Not for Profit Corporation Act, the Bylaws of the Corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted, either by resolution of the Board of Directors or by the procedure set forth therefor in the Bylaws.

ARTICLE IX
REGISTERED AGENT

The name of the Corporation's registered agent and the address of its registered office shall be:

Corporate Creations Network Inc.
11380 Prosperity Farms Road #221E
Palm Beach Gardens, FL 33410

ARTICLE X
PRINCIPAL OFFICE

The address of the principal office and the mailing address of the Corporation are:

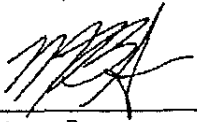
347 Don Shula Drive
Miami Gardens, FL 33056

Article XI
INDEMNIFICATION OF OFFICERS AND DIRECTORS

Each person who acts as a Director or officer of the Corporation shall be indemnified as provided in the Bylaws of the Corporation.

The foregoing Amended and Restated Articles of Incorporation were duly adopted and approved by the Corporation's Board of Directors.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation as of this 29th day of January, 2016.


_____, Secretary
Marcus Bach-Armas, Esq.