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LAWRENCE A. KADEN
3170 BENTON BOULEVARD
PACE, FLORIDA 32571
(904) 994-2412

June 10, 1995

FILED

95 JUN 12 PM 4:26

SECRET
TALLAHASSEE, FLORIDA

Ms. Freida Chesser
Corporate Specialist
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

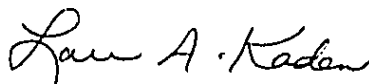
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*****70.00 *****70.00

Re: Articles of Incorporation, ESCAROSA Soccer League

Dear Ms. Chesser:

Enclosed please find a copy of the Articles of Incorporation for the ESCAROSA Soccer League, Inc., and a check for the filing fees. If there is anything else which needs to be done, please let us know. Thank you for your assistance.

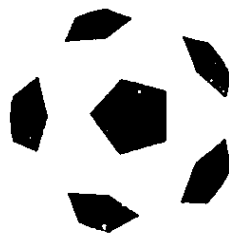
Sincerely,



LAWRENCE A. KADEN

XH
6-15-95

ESCAROSA SOCCER LEAGUE



ARTICLES
OF
INCORPORATION

ARTICLES OF INCORPORATION

FOR

ESCAROSA SOCCER LEAGUE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator(s) of a corporation pursuant to Chapter 617, Florida Statutes, adopt(s) the following Articles of Incorporation:

ARTICLE I-- NAME

The name of the corporation shall be:

ESCAROSA SOCCER LEAGUE, INC.

**ARTICLE II-- PRINCIPAL PLACE OF BUSINESS
AND MAILING ADDRESS**

The principal place of business and the mailing address of this corporation shall be:

7985 Gawin Dr., Pensacola, FL 32514

ARTICLE III-PURPOSE(S)

The specific purpose(s) for which the corporation is organized (are):

The purpose of the ESL shall be to foster the physical, mental, and emotional growth and development of America's youth through the sport of soccer at all levels of age and competition, including both national and international amateur sports competition within the meaning of Para. 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provisions of any future United States Internal Revenue law. Notwithstanding any other provisions hereinafter set forth, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax pursuant to Para. 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provisions of any future United States revenue law. The league shall be established as a non-profit amateur athletic organization within the meaning of section 501(c)(3) of the Internal Revenue Code.

The league is organized and operated (1) exclusively to foster national or international amateur sports competition in the sport of soccer, and (2) primarily to conduct national or international competition in the sport of soccer or to support and develop amateur athletes for such competitions. This organization shall provide an equal opportunity for all youth to participate regardless of race, religion, color, sex, or national origin.

The ESCAROSA Soccer League, Inc. is organized exclusively for purposes permitted for tax exempt organizations pursuant to 501(c)(3) of the Internal Revenue Code, including the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 set forth in Article III. 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 and 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, 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 Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Dissolution: Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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 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 IV--MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed is as follows:

The method of election of the directors will be as set forth in the By-Laws of the EscaRosa Soccer league.

ARTICLE V--LIMITATION OF CORPORATE POWERS

The corporate powers of this corporation are as provided in section 617.0303, Florida Statutes, unless limited as follows: the Corporation shall not engage in activities which would violate the laws qualifying the Corporation as a tax exempt organization under section 501(c)(3) of the Internal Revenue Code or any future federal tax code.

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Leroy Chambers, 7985 Gawin Dr., Pensacola, FL 32514

ARTICLE VII INCORPORATORS

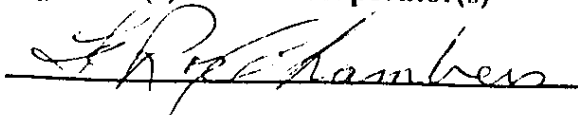
The name(s) and street address(es) of the incorporator(s) for these Articles of Incorporation is (are):

Leroy Chambers, 7985 Gawin Dr., Pensacola, FL 32514

Larry Kaden, 3170 Benton Blvd., Pace, FL 32571

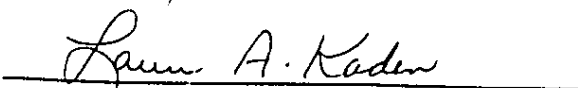
The undersigned incorporator(s) has (have) executed these Articles of Incorporation this 7th day of June, 1995.

Signature(s) of the Incorporator(s)



Leroy Chambers

Typed name of incorporator signing



Larry Kaden

Typed name of incorporator signing

Typed name of incorporator signing

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, 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: EscaRosa Soccer League, Inc.
2. The name and address of the registered agent and office is:

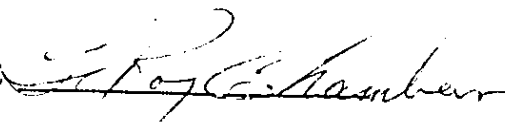
Leroy Chambers
(NAME)
7985 Gawin Dr.,
(P.O. BOX NOT ACCEPTABLE)

Pensacola, FL 32514
(CITY/STATE/ZIP)

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TALLAHASSEE, FLORIDA

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.

SIGNATURE



DATE : June 7, 1995

REGISTERED AGENT FILING FEE: \$35.00