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MYRON SHAPIRO\*  
JEFFREY H. SHAPIRO\*  
MICHAEL D. LOZOFF  
ALFREDO J. MANQUEZ-STERLING  
DAVID I. WEISS  
LUIB H. FIGUEROA  
STEPHEN E. NAQIN  
DAVID M. KRAUSE\*\*  
BRIAN E. INGALLS

DANIEL L. KOCH  
MITCHELL R. KATZ  
LARRY E. METZ  
FELICIA M. WITT  
BRIAN KEITH McDUFFIE  
JEFFREY M. BELL  
BRIAN G. ADLER  
LAUREN B. BERMAN  
ROBIN I. WILLNER  
KENNETH D. DAXTER  
KATHLEEN M. McDONOUGH  
DONALD H. BIMPSON  
TERESA J. URDA  
KRISTIN M. AHR  
JOAN D. HORENSTEIN

\* ALSO ADMITTED IN NEW YORK  
\*\* ALSO ADMITTED IN COLORADO

LAW OFFICES OF  
**HERZFELD & RUBIN**  
001 BRICKELL AVENUE  
SUITE 1001  
MIAMI, FLORIDA 33131  
DADC: (305) 381-7000  
HOWARD: (305) 403-8900  
TELEFAX: (305) 381-8203  
REAL ESTATE TELEFAX: (305) 373-0788

March 21, 1996

FT. LAUDERDALE OFFICE  
DULF ATLANTIC CENTER  
1901 WEST CYPRUS CREEK RD., SUITE 400  
FT. LAUDERDALE, FLORIDA 33309  
(305) 772-3699

TAMPA OFFICE  
BAIN, MUNN, TOWELL  
HERZFELD & RUBIN  
801 EAST KENNEDY BLVD., SUITE 901  
TAMPA, FLORIDA 33602  
(813) 823-3051

ORLANDO OFFICE  
DICKSON, HERZFELD & RUBIN  
70 NORTH CHANDLER AVE., SUITE 807  
ORLANDO, FLORIDA 32801  
(407) 841-6781

JACKSONVILLE OFFICE  
MALLOCK, CHIDS, PENDELY,  
REED, HERZFELD & RUBIN  
233 EAST BAY STREET, SUITE 111  
JACKSONVILLE, FLORIDA 32202  
(904) 354-0288

WEST PALM BEACH OFFICE  
KOPPEL, GOTTIER, MERSHES,  
HERZFELD & RUBIN  
222 LAKEVIEW AVENUE, SUITE 260  
WEST PALM BEACH, FL 33401  
(407) 859-4020

OF COUNSEL  
MARVINI WENGER, P.A.  
GREGORY J. HITTEN

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: South Florida Inner-City Games, Inc.  
Our File No: 1654.7899

800001756408  
-03/25/96--01031--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Sirs:

Enclosed, please find Articles of Incorporation of South Florida Inner-City Games, Inc. for filing. Also enclosed, please find our check in the amount of \$70.00 representing your filing fee.

Thank you for your assistance herein.

Very truly yours,  
  
HERZFELD & RUBIN  
*B K Mcduffie*  
BRIAN K. MCDUFFIE

BKM/bm  
Enclosures

FILED  
96 MAR 25 PM 1:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

F. CHESSER MAR 29 1996

**ARTICLES OF INCORPORATION OF**  
**South Florida Inner-City Games, Inc.**  
**A Not for Profit Florida Corporation**

FILED  
96 MAR 25 PM 1:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

The name of the corporation is **South Florida Inner-City Games, Inc.**

**ARTICLE II**

The address of the principal office and mailing address is:

1205 Lincoln Road  
Suite 220  
Miami Beach, Florida 33139

**ARTICLE III**

The Corporation 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 (the "Code"), or the corresponding section of any future federal tax code.

Without in any way limiting the foregoing general purposes, the corporation is specifically organized for the purposes of teaching youth sports, combating juvenile delinquency by seeking out and providing "at risk" youth a means of learning and developing a sense of fair play through participating in and interacting in sports and promoting amateur sports competition.

**ARTICLE IV**

The name and address of the Corporation's initial Director is:

Robert (Bob) Beamon  
3500 Mystic Pointe Drive  
Unit 301  
Aventura, Florida 33180

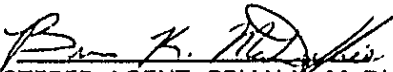
The method of election, appointment and retention of directors shall be stated in the corporations bylaws.

#### ARTICLE V

The corporation's initial Registered Agent and Registered Office:

Brian K. McDuffie, Esq.  
801 Brickell Avenue  
Suite 1501  
Miami, Florida 33131

Having been named initial Registered Agent to accept service of process for the corporation at the initial registered office designated herein, I hereby accept such status and consent to act in the capacity and agree to comply with all the requirements of law pertaining thereto.

  
REGISTERED AGENT, BRIAN K. McDUFFIE

#### ARTICLE VI

The Corporation shall have all of the powers conferred under the laws of Florida generally, including, but not limited to, those powers provided in Sections 617.0302 and 617.0303, Florida Statutes, for the sole reason of furthering the purposes of the Corporation, set forth in Article III.

#### ARTICLE VII

Upon 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 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 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 VIII

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 II. 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 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, 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.

#### ARTICLE IX

The name and address of the incorporator:

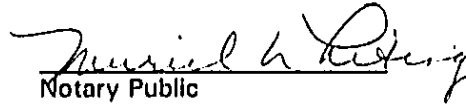
Robert (Bob) Beamon  
3501 Mystic Pointe Drive  
Unit 301  
Aventura, Florida 33180

  
ROBERT BEAMON

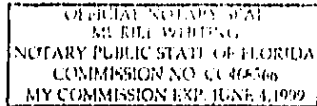
STATE OF FLORIDA :  
COUNTY OF DADE :

BEFORE ME, the undersigned authority, personally appeared ROBERT BEAMON, who  
( ) is personally known or who ☒ presented FL D/L as identification and who  
stated that she was the person described in and who executed the foregoing Articles  
of Incorporation and she acknowledged before me that he signed same for the  
purposes therein expressed.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 15 day  
of March, 1996.

  
Notary Public

K:\Work\Brian\BFICQ.ART



FILED  
96 MAR 25 PM 1:28  
CLERK OF STATE  
TALLAHASSEE, FLORIDA