

N.96000002757

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May 15, 1996

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

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

Re: South Florida Sluggers
Baseball Club, Inc.


To Whom It May Concern:

Per instructions received from your office, please find enclosed one original and one copy of the Articles of Incorporation of the above-referenced entity, and filing fee of \$70.00 for same.

Please forward a stamped copy to the above-listed address upon filing.

If you have any questions, or require further information, please contact my assistant Kerry Coleman.

Sincerely,


Allen J. Smith, Esq.

AJS/kac

Enclosures

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96 MAY 17 PM 12:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

SOUTH FLORIDA SLUGGERS BASEBALL CLUB, INC.

The undersigned Subscribers associate themselves for the purpose of forming a not-for-profit corporation, pursuant to the laws of the State of Florida, and hereby adopt the following Articles of Incorporation.

ARTICLE I
NAME

The name of the corporation shall be South Florida Sluggers Baseball Club, Inc. For convenience, the corporation shall be referred to in this instrument as "the Club," these Articles of Incorporation as "these Articles," and the By-Laws of the Club as "the By-Laws."

ARTICLE II
PURPOSES

The purpose for which the Club is formed is to create an organization which will enable children to practice and play baseball in a structured and supervised setting.

ARTICLE III
INITIAL PRINCIPAL OFFICE

The initial principal office of the Club shall be Two S. Biscayne Blvd., Suite 2400, Miami, Florida, 33131. The principal office may be changed from time-to-time by the Board of Directors.

ARTICLE IV
POWERS

The Club shall have all of the powers and privileges granted under the Florida Not-For Profit Corporation Law and all of the powers and privileges which may be granted under any other applicable laws of the State of Florida reasonably necessary to effectuate and implement the purposes of the Club.

ARTICLE V
TERM OF EXISTENCE

The Club shall have perpetual existence.

ARTICLE VI
INCORPORATOR

The name and address of the Incorporator of these Articles is as follows:

Allen J. Smith, Esq.
Two S. Biscayne Blvd.
Suite 2400
Miami, Florida 33131

ARTICLE VII
MEMBERS

7.1 Membership. The members of the Club shall consist of all persons approved by the Board of Directors or the Membership Committee.

7.2 Membership Criteria. The criteria for membership shall be those persons desiring to foster the objectives of the Club and such additional requirements as determined from time to time by the Board of Directors. The member's share of the funds and any assets of the Club shall not be assigned, hypothecated or transferred in any manner except as an appurtenance to the member's unit.

7.3 Voting. Except as provided in these Articles, the membership shall not be entitled to vote on any matter unless such matter is submitted to the membership by the Board of Directors.

7.4 Meetings. The By-Laws shall provide for an annual meeting of members, and may make provision for regular and special meetings of members other than the annual meeting.

ARTICLE VIII
BOARD OF DIRECTORS

8.1 Number and Qualification. The property, business and affairs of the Club shall be managed by a Board consisting of the number of directors determined by the By-Laws, but which shall consist of not fewer than three (3) directors. All directors must be members of the Club.

8.2 Duties and Powers. All of the duties and powers of the Club existing in these Articles and the By-Laws shall be exercised exclusively by the Board, its agents, contractors or employees, subject only to approval by the members when such approval is specifically required.

8.3 Election; Removal. Directors shall be elected at the annual meeting of the members in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board shall be filled in the manner provided by the By-Laws.

8.4 Term of Declarant's Directors. Declarant shall appoint the first Board of Directors who shall hold office for the periods described in the By-Laws.

8.5 First Directors. The names and addresses of the first Board who shall hold office until their successors are elected and have qualified are as follows:

Agustin Barres	3895 N.W. 5th Street Miami, Florida 33126
Rosel Barres	3895 N.W. 5th Street Miami, Florida 33126
Michael Simonhoff	3503 Main Highway Coconut Grove, Florida 33133

ARTICLE IX OFFICERS

The affairs of the Club shall be administered by the officers designated in the By-Laws. The officers shall be elected by the Board at its first meeting and following each annual meeting of the members and they shall serve at the Board's pleasure. The By-Laws may provide for the removal of officers, the filling of vacancies and the duties of the officers. The names and addresses of the officers who shall serve until their successors are designated by the Board are as follows:

President	Agustin Barres
Vice President	Michael Simonhoff
Treasurer/Secretary	Rosel Barres

Addresses for said officers are set forth hereinabove.

ARTICLE X
INDEMNIFICATION

10.1 In General. The Club shall indemnify any person who was or is a party or is threatened to be made a party to any proceedings, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Club) by reason of the fact that he is or was a director, employee, officer or agent of the Club. The Club's indemnification of each such person shall be for expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such legal action, suit or proceeding if he acted in good faith and in a manner reasonably believed to be in or not opposed to the best interest of the Club, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or willful misfeasance or malfeasance in the performance of his duty to the Club unless and only to the extent that the court in which such action or suit was brought shall determine upon application, that despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the Club's best interest, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

10.2 Expenses. To the extent that a director, officer, employee or agent of the Club has been successful on the merits or otherwise in defense of an action, suit or proceeding referred to in Section 10.1 or in defense of any claim, issue or matter herein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith, which expenses shall be repaid forthwith.

10.3 Approval. Any indemnification under Section 10.1 (unless ordered by a court) shall be made by the Club only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Section 10.1. Such determination shall be made: (a) by a majority vote of a quorum of the Board consisting of directors who were not parties to such action, suit or proceeding; or (b) if such quorum is not obtainable, or, even if

obtainable and a quorum of disinterested directors so directs, by independent legal counsel in a written opinion; or (c) by a majority of the members.

10.4 Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Club in advance of the final disposition of such action, suit or proceeding as authorized by the Board in a specific case.

10.5 Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any By-Law, agreement, vote of members or otherwise. The indemnification shall pertain to the individual while in office after he is no longer a director, officer, employee and/or agent and shall inure to the benefit of the heirs and personal representatives of said person.

10.6 Insurance. The Club shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Club, or is or was serving at the request of the Club as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Club would have the power to indemnify him against such liability under the provisions of this Article.

ARTICLE XI BY-LAWS

The first By-Laws of the Club shall be adopted by the Board designated herein. Thereafter, the By-Laws may be altered, amended or rescinded by the directors and members in the manner provided by the By-Laws.

ARTICLE XII AMENDMENTS

Amendments to these Articles shall be proposed and adopted in the following manner:

12.1 Notice. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered.

12.2 Adoption. A resolution for the adoption of a proposed amendment may be proposed either by a majority of the Board or by not less than one-third (1/3) of the voting members of

the Club. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing the approval is delivered to the secretary at or prior to the meeting. The approvals must be either:

A. by not less than one-third (1/3) of the voting members of the Club and by not less than a majority of the Board; or

B. by not less than a majority of the voting members of the Club.

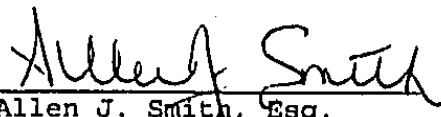
12.3 Recording. A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of the applicable Florida Statutes.

ARTICLE XIII
REGISTERED AGENT

The name and street address of the first registered agent authorized to accept service of process within Florida for the Club is:

Allen J. Smith, Esq.
Two S. Biscayne Blvd.
Suite 2400
Miami, Florida 33131

The Incorporator has affixed his signature this 15th day of May, 1996.

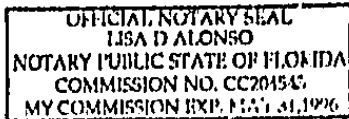

Allen J. Smith, Esq.

STATE OF FLORIDA)
)S
COUNTY OF DADE)

Before me personally appeared ALLEN J. SMITH to me well known and known to me to be the persons described in and who executed the foregoing instrument, and acknowledged to and before me that they executed said instrument for the purposes therein expressed. They are personally known to me and did take an oath.

WITNESS my hand and official seal, this 15 day of May, 1996.

My Commission Expires:



Lisa D. Alonso
NOTARY PUBLIC, State of Florida

Lisa D. Alonso
Printed name of Notary
Commission No.: _____

ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been named to accept service of process for South Florida Sluggers Baseball Club, Inc., at the place designated in these Articles, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Allen J. Smith
Allen J. Smith, Esq.

Dated: 5/15/96

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96 MAY 17 PM 12:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA