

N 9600000 5244

GEORGE M. SANTAMARINA, P.A.
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October 4, 1996

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32314

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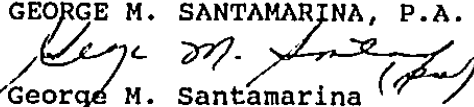
Gentlemen:

We hereby enclose Articles of Incorporation of MIAMI CHILE SOCCER CLUB, INC. to be filed with your department.

Also, find enclosed a check in the amount of \$122.50 covering filing fees, taxes, and certified copy of the Articles of Incorporation.

Sincerely,

GEORGE M. SANTAMARINA, P.A.


George M. Santamarina

/ss

FILED
96 OCT 10 PM 12:03
DEPT OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
MIAMI CHILE SOCCER CLUB, INC.

FILED
OCT 10 PM 12:03
TALLAHASSEE, FLORIDA

ARTICLE ONE

The name of the corporation is MIAMI CHILE SOCCER CLUB, INC.

ARTICLE TWO

The term of existence of the corporation is perpetual.

ARTICLE THREE

The purposes for which the corporation is organized are as follows, none of which is intended to inure to the pecuniary benefit of any of its members or private shareholders:

- . To promote the game of soccer as a leisure activity.
- . To own and manage a soccer amateur club.
- . To bring together people of all ages and backgrounds through the game of soccer, and to interchange ideas in a healthy and sound manner and a environment.
- . To foster soccer amateur competition locally, nationally and internationally.
- . To manage and operate a club house.
- . To organize, support and sustain recreational and social activities.
- . To provide a positive tool for the development of soccer players.
- . To engage in any lawful purpose or purposes not for pecuniary profit.

ARTICLE FOUR

There shall be three members of the initial Board of Directors of the Corporation. The names and addresses of the persons who are to serve as Directors until the first election thereof are as follows:

LUIS ALBERTO TRIPODI	935 S.W. 87th Avenue Miami, Florida
MARIA TERESA TRIPODI	935 S.W. 87th Avenue Miami, Florida
LUIS BERTO TRIPODI	935 S.W. 87th Avenue Miami, Florida

ARTICLE FIVE

The address of the initial Registered Office of the corporation is 935 S.W. 87th Avenue, Miami, Florida and the name of the Registered Agent at such address is LUIS ALBERTO TRIPODI.

ARTICLE SIX

The affairs of the corporation will be managed by the Board of Directors, which will be elected by its membership in accordance with the Bylaws. The Board of Directors will elect from among themselves a President, a Secretary, and a Treasurer. Such Officers will be appointed in accordance with the Bylaws.

ARTICLE SEVEN

The name and address of the Incorporator is:

LUIS ALBERTO TRIPODI 935 S.W. 87th Avenue Miami, Florida

ARTICLE EIGHT

The Corporation shall have Members. The Members of the Corporation will be required to meet the following qualifications:

Residents of the community interested in promoting the game of soccer as a leisure activity. Members must be of good personal and moral character to be accepted and to maintain the membership in the club.

The Board of Directors shall have exclusive right and discretion to determine whether any applicant or member meets these qualifications for acceptance to the club or dismissal from the same.

Persons meeting such qualifications may be admitted upon approval by secret vote of the Board of Directors. Admission requires a majority vote of the Board of Directors.

The Board of Directors may at any time promulgate additional membership requirements not inconsistent with these Articles.

If at any time the Board of Director feels that a member has not maintained the standards required Board, it may, by secret vote, dismiss a person from its membership.


All decisions of the Board shall be final.

The Bylaws of the Corporation are to be made, altered or rescinded by the Board of Directors of the Corporation.

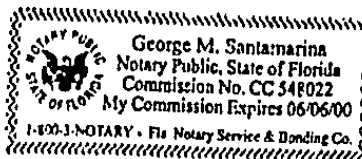
These Articles of Incorporation may be amended by the act of the directors of the Corporation. Such amendments may be proposed and adopted in the manner provided in the Bylaws of the Corporation.

Wm A. Frank

On this 4th day of October, 1996, before me, the undersigned officer, personally appeared LUIS ALBERTO TRIPODI, known to me to be the persons whose name are subscribed to the within instrument and acknowledged that they executed the same for the purposes therein contained. *For DEJONIS L. CONTE, Plaintiff and Defendant*

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My Commission expires:



STATE OF FLORIDA
DEPARTMENT OF STATE

FILED
96 OCT 10 PM 12:03
TALLAHASSEE, FLORIDA

The following is submitted in compliance with Chapter 8, 0993
Florida Statutes:

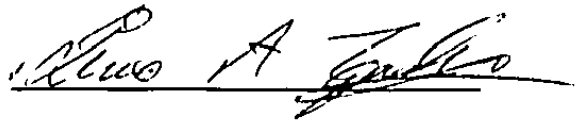
MIAMI CHILE SOCCER CLUB, INC.

a corporation organized under the laws of the State of Florida, with its principal office located at 935 S.W. 87th Avenue, County of Dade, State of Florida, has named LUIS ALBERTO TRIPODI, located at the same above address, as its agent to accept service of process within this State.

DIRECTORS:

LUIS ALBERTO TRIPODI 935 S.W. 87th Avenue Miami, Florida
MARIA TERESA TRIPODI 935 S.W. 87th Avenue Miami, Florida
LUIS BERTO TRIPODI 935 S.W. 87th Avenue Miami, Florida


Incorporator:



ACCEPTANCE:

I agree as Registered Agent to accept service of process: to keep office open during prescribed hours; to post my name (and any other officers of said corporation to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law.

DATED: October, 4th 1996.


Registered Agent