

10/31/96

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: LIGAS UNIDAS, INC.

AUDIT NUMBER.....H96000015351

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 6

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United Leagues

Inc.

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96 OCT 31 PM 4:50

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 31, 1996

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: LIGAS UNIDAS, INC.
REF: W95000023194

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Please provide an English translation for the entity's name in your cover letter.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley
Corporate Specialist

FAX Aud. #: E96000015351
Letter Number: 596A00050259

ARTICLES OF INCORPORATION OF
LIGAS UNIDAS, INC.

H96000015351

ARTICLE I NAME

The name of this corporation is LIGAS UNIDAS, INC.
The English translation of this corporation is: United Leagues.

ARTICLE II DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III PURPOSE

The purpose for which this corporation is organized is all non-profit purposes permitted under 26 U.S.C. §501(c)(3). Specifically, this corporation will be involved in organizing soccer tournaments and promoting the game of soccer among its members and families.

ARTICLE IV CAPITAL STOCK

This corporation shall issue no stock.

ARTICLE V LOCATION

The Street, Address, City, County and State in which the principal offices of the corporation are to be located are, 5204 W. Flagler Street, Miami, Dade County, Florida 33134. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

PREPARED BY: SERGIO MASSA, ACCOUNTANT
BUSINESS AUTHORITY CORPORATION
8347 S.W. 40th Street
Miami, FL 33155
TEL: (305) 220-3420

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ARTICLE VI INITIAL BOARD OF DIRECTORS H96000015351

This corporation shall have four (4) Directors initially. The number of Directors may be increased or diminished from time to time in accordance with By-Laws adopted by the members. The names and addresses of the initial Board of Directors of this corporation are:

NAME	ADDRESS
Andres Tenorio President	5204 W. Flagler Street Miami, FL 33134
David Carpio Vice President	2400 S.W. 83rd Terrace Miramar, FL 33025
Reyna M. Deras Secretary	6311 N.W. 110th Terrace Miami, FL 33012
Jose F. Quintanilla Treasurer	10090 N.W. 80th Ct No. 1422 Hialeah Gardens, FL 33016

ARTICLE VII INCORPORATORS

The names and street addresses of the incorporators are:

NAME	ADDRESS
Andres Tenorio President	5204 W. Flagler Street Miami, FL 33134
David Carpio Vice President	2400 S.W. 83rd Terrace Miramar, FL 33025
Reyna M. Deras Secretary	6311 N.W. 110th Terrace Miami, FL 33012
Jose F. Quintanilla Treasurer	10090 N.W. 80th Ct No. 1422 Hialeah Gardens, FL 33016

ARTICLE VIII AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, and approved by the majority of the members at a General Assembly meeting, unless all the Directors sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

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ARTICLE IX LIMITATIONS

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1. No part of the net earnings of this corporation shall inure to the benefit of or be distributable to its members, directors, officers or other private person except that this 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 this article.
2. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation. This 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.
3. No withstanding any other activities not permitted to be carried on by a corporation exempt from federal income tax under §501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law, or by a corporation, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE X DISSOLUTION

On the dissolution of this corporation, the board of directors shall dispose of all of the assets of this corporation exclusively for the purposes of this corporation in the manner of the organizations that are organized and operated exclusively for charitable, educational, religious or scientific purposes and that shall at the time qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law, after paying or making provisions for the payment of all liabilities of this corporation. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county where the principal office of this corporation is then located exclusively for the purpose or to the organizations that the court determines are organized and operate exclusively for charitable, educational, religious or scientific purposes.

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ARTICLE XI MEMBERS

The qualifications for and manner of admission of members shall be regulated by the bylaws.


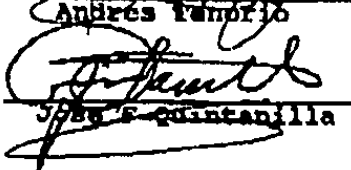
ARTICLE XII INITIAL REGISTERED OFFICE AND AGENT


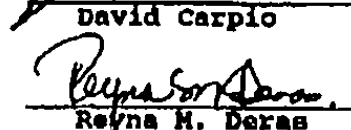
The Street address of the initial registered office of this corporation is 5204 W. Flagler St., Miami FL. 33134 and the name of the initial registered agent of this corporation at that address is Andres Tenorio.

ARTICLE XIII BYLAWS

The bylaws of the corporation shall be adopted by the board of directors.

IN WITNESS WHEREOF, the undersigned being the original incorporators, do make and file these Articles of Incorporation, here by declaring and certifying that the facts herein stated are true and hereunto set our hands and seal this 23rd day of October, 1996.


Andres Tenorio

Reyna M. Deras


David Carpio

Reyna M. Deras

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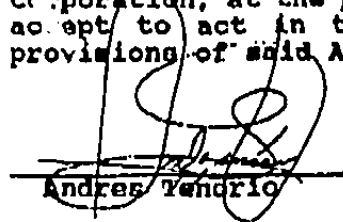
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the office/registered agent, in the state of Florida.

1. **LIGAS UNIDAS, Inc.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at the City of Miami, State of Florida, has named **Andres Tenorio**, located at 5204 W. Flagler Street, City of Miami, County of Dade, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


Andres Tenorio

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