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12-20-96 : 3:36PM :

ADORNO ZEDER-

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N9600000512

FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS
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FROM: ADORNO & ZEDER, P.A.
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ACCT#:

CONTACT: JUSTIN T WILSON
PHONE: (305) 860-7098
(305) 858-4777

FAX #:

NAME: MIAMI-DADE INNER CITY GAMES FOUNDATION, INC.

AUDIT NUMBER.....H96000017886

DOC TYPE.....FLORIDA NON-PROFIT CORPORATION

CERT. OF STATUS..0

PAGES..... 6

CERT. COPIES.....1

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**ARTICLES OF INCORPORATION
OF
MIAMI-DADE INNER CITY GAMES FOUNDATION, INC.**

Article I. NAME

The name of this Corporation is the Miami-Dade Inner City Games Foundation, Inc..

Article II. PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation is:

Miami-Dade Inner City Games Foundation, Inc.
Suite 1600
2601 South Bayshore Drive
Miami, Florida
33133

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Article III. ENABLING LAW

This Corporation is organized pursuant to the "Corporations Not For Profit Act" of the State of Florida, as set forth at Chapter 617 of the Florida Statutes.

Article IV. DURATION

A. This Corporation is organized and shall be operated exclusively for religious, charitable, education, sports, athletic and recreational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including, but not limited to, sports and education programs, artistic competitions and entrepreneur seminars for inner city and high risk youths.

This document prepared by:
Gregory St. John, Esq.
Florida Bar #0240941
2601 S. Bayshore Dr.
Suite 1600
Miami, Florida 33133

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B. No part of the net earnings of the Corporation shall inure to the benefit, or be distributable to, its directors, trustee, 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 tax exempt purposes set forth herein.

C. This Corporation shall have all of the powers of a natural person, subject only to limitations imposed by these Articles, the Bylaws of this Corporation and applicable laws. Notwithstanding any such powers, or any other provision of these Articles, this Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code, or (ii) by a corporation organized under Section 170(e)(2) of the Code, or (iii) by a corporation as defined in Section 617.0105, Fla. Stat. (1995). Notwithstanding any of the above statements of purpose and powers, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise of any powers that are not in furtherance of the primary purposes of this Corporation.

D. No substantial part of the activities of this Corporation shall involve itself in propaganda or otherwise attempt to influence legislation (except as otherwise provided in Section 501(h) of the Code), and the Corporation shall not participate in, or intervene in any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office.

E. This Corporation shall have and exercise all rights and powers conferred on non-profit corporations under the laws of the State of Florida, or which may hereafter be conferred, in order to promote religious, charitable, scientific, educational, sports, athletic and recreational purposes.

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Article V. MEMBERSHIP

Membership in this Corporation shall be open to any person, family, corporation, or other entity upon receipt by the Corporation of a written application and payment of an annual fee (if not waived) to be established by the Board of Trustees. Admission to membership in the Corporation shall be by a majority vote of the Board of Trustees. The authorized number, the different classes of membership, dues (if any), and other obligations, rights and privileges of members and the termination of membership shall be as set forth in the Bylaws of this Corporation.

Article VI. MANAGEMENT OF CORPORATE AFFAIRS

The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by the Board of Trustees, as provided in the Bylaws.

Article VII. BOARD OF TRUSTEES

The Board of Trustees shall be composed of members who shall be elected or appointed as set forth in the Bylaws. The number of Trustees may be increased or decreased from time to time as the Board may determine, however, the number of Trustees shall not be less than three. The initial members of the Board of Trustees shall be appointed as provided in the Bylaws.

Article VIII. DISSOLUTION

This Corporation shall be dissolved and its affairs concluded by two-thirds vote of the Corporation's members eligible to vote. All the property and assets of this Corporation are and shall be irrevocably dedicated to religious, charitable, educational, sports, athletic and recreational purposes meeting the requirements for exemptions provided by Section 501(c)(3) of the Code, as amended. No part of said property or assets shall ever inure to the benefit of any member, Trustee

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or Officer or to the benefit of any private individual or entity. Upon dissolution, winding up or abandonment of the Corporation provision for payment of all debts and liabilities of this Corporation shall be made to the extent assets are available. If after payment of all such debts and liabilities there remains any Corporate assets, such assets shall be distributed for use in furtherance of the purposes of the Corporation as set forth or then such assets shall be distributed to an organization being operated for charitable purposes which are similar to the purposes of the Corporation, provided that such organization is qualified as an exempt organization under Section 501(c)(3). Any such assets not so disposed shall be disposed of by the Circuit Court 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.

Article IX. INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be Suite 1600, 2601 South Bayshore Drive, Miami, Florida 33133 and the initial registered agent of this Corporation at such office shall be Gregory St. John, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

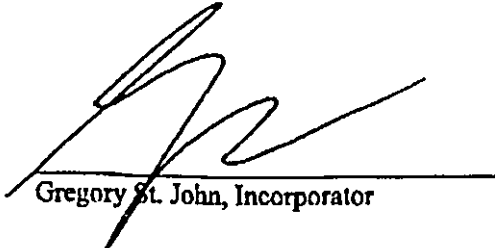
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Article X. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

Name	Address
Gregory St. John	Suite 1600 2601 South Bayshore Drive Miami, Florida 33133

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this
20th day of December, 1996.



Gregory St. John, Incorporator

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CERTIFICATE OF DESIGNATION REGISTERED AGENT AND REGISTERED OFFICE AND ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

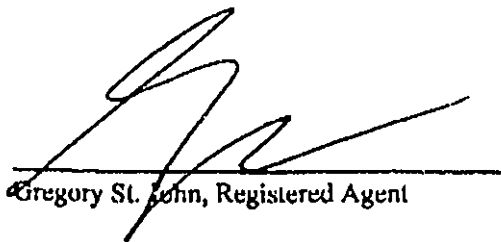
- 1. The name of the Corporation is: Miami-Dade Inner City Games Foundation, Inc.
- 2. The name and address of the registered agent and the registered office is:

Gregory St. John
 Suite 1600
 2601 South Bayshore Drive
 Miami, Florida
 33133

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 TALLAHASSEE, FLORIDA

Pursuant to Sections 48.091 and 607.0501, et seq., Florida Statutes, the undersigned has been named to act as the registered agent of Miami-Dade Inner City Games Foundation, Inc. at the place designated in this certificate and the undersigned agrees to accept such appointment and to act in that capacity. The undersigned further agrees that the undersigned will comply with all provisions of all statutes relating to the proper and complete performance of the duties of the registered agent of the Corporation and that the undersigned is familiar with and accepts the obligations of the position of registered agent for the Corporation.

Date: December 20, 1997.



Gregory St. John, Registered Agent

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ADORNO & ZEDER
PROFESSIONAL ASSOCIATION
2601 SOUTH BAYSHORE DRIVE
SUITE 1600
MIAMI, FLORIDA 33133
TELEPHONE (305) 858-5555
WORLD WIDE WEB http://www.adorno.com

FILED
97 APR 28 AM 9:37
SECRETARY OF STATE
TALLAHASSEE FLORIDA
FACSIMILE
(305) 858-4777

April 24, 1997

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

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Attention: Amendments

Re: MIAMI-DADE INNER CITY GAMES FOUNDATION, INC.

Dear Sir/Madam:

Enclosed please find an originally executed copy and one photocopy of the Articles of Amendment to the Articles of Incorporation for the above-captioned entity along with a check in the amount of \$50.00 made payable to the Florida Department of State. Please file the aforementioned document as soon as practicable and provide the undersigned with a certified copy thereafter.

I thank you in advance for your attention to this matter. Please feel free to contact the undersigned directly at (305) 860-7098 if there are any questions or comments.

Sincerely,

ADORNO & ZEDER, P.A.

Justin T. Wilson
Justin T. Wilson
Legal Assistant

N/C

encl.

JTW/C. LTKCOV/90949/13145.001

ARTICLES OF AMENDMENT
TO
THE ARTICLES OF INCORPORATION
OF
MIAMI-DADE INNER CITY GAMES FOUNDATION, INC.

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97 APR 28 AM 9:37
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, Incorporator of Miami-Dade Inner City Games Foundation, Inc., a corporation organized and existing under and by virtue of the Florida Business Corporation Act (the "Corporation"), does hereby certify:

1. The name of the corporation is Miami-Dade Inner City Games Foundation, Inc.
2. The following provision of the Articles of Incorporation of the Corporation be and it hereby is amended in the following particulars:

Article I be and it hereby is amended to read in its entirety as follows:

Article I. NAME

The name of this corporation is South Florida Inner City Games Foundation, Inc. (the "Corporation").

3. There are no members of the Corporation and a Board of Directors has not yet been elected.
4. The foregoing amendment was adopted by the Incorporator of the Corporation by written consent dated April 18, 1997.

IN WITNESS WHEREOF, the undersigned Incorporator of the Corporation has executed these Articles of Amendment this 18th day of April, 1997.



Gregory St. John, Incorporator