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ACCOUNT NO. : 072100000032

REFERENCE : 747644 116697A

AUTHORIZATION : *Patricia Pignatelli*

COST LIMIT : \$ 122.50

ORDER DATE : March 19, 1998

ORDER TIME : 1:13 PM

ORDER NO. : 747644-005

700002462397--0

CUSTOMER NO: 116697A

CUSTOMER: C.d. Lewis, Jr., Esq  
C.D. LEWIS, JR., P.A.

1221 Tenth Street

St. Cloud, FL 34769

DOMESTIC FILING

NAME: ST. CLOUD SOCCER CLUB, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

*cg* 3/19/98

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAR 19 PM 3:14

ARTICLES OF INCORPORATION  
OF

ST. CLOUD SOCCER CLUB, INC.

A FLORIDA NOT FOR PROFIT CORPORATION

The undersigned, acting as incorporators pursuant to Chapter 617, Florida  
Statutes, adopt the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the corporation shall be ST. CLOUD SOCCER CLUB, INC. The  
principal address of the corporation at the time of incorporation is 1650 Sundance Drive,  
St. Cloud, County of Osceola, Florida.

ARTICLE II - DURATION

The duration of this corporation is perpetual unless dissolved according to law.  
Corporate existence shall commence on the date these Articles of Incorporation are filed  
by the Department of State.

ARTICLE III - PURPOSE

This corporation does not contemplate pecuniary gain or profit to the members  
thereof, and the specific purposes for which it is formed are as follows:

- A. To promote Soccer for the youth of St. Cloud, Florida.
- B. To encourage participation in Soccer by the youth of St. Cloud, Florida, and  
the surrounding area.
- C. To promote the sport of soccer in the Central Florida area.
- D. To equip, improve and maintain the soccer facilities in St. Cloud.

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#### ARTICLE IV - REGISTERED OFFICE AND RESIDENT AGENT

The street address of the corporation's initial registered office is 1650 Sundance Drive, St. Cloud, County of Osceola, Florida and the name of the corporation's initial resident agent is Teresa Everett.

#### ARTICLE V - NON PAYMENT OF SALARIES

No part of the corporation's income shall be distributed to its directors or officers and the corporation shall not have or issue shares of stock or pay dividends.

#### ARTICLE VI - QUALIFICATION AND ADMISSION OF MEMBERS

The qualifications for members and the manner of their admission by the corporation shall be as regulated by the corporation's bylaws.

#### ARTICLE VII - BOARD OF DIRECTORS

The method of election of directors shall be as stated in the bylaws of the corporation.

#### ARTICLE VIII - BYLAWS

The bylaws of this corporation shall be adopted by the members and may be altered, amended or rescinded in the manner provided in the bylaws.

#### ARTICLE IX - AMENDMENT OF ARTICLES

Amendments to these Articles may be proposed by a resolution adopted by the board of directors and presented to a quorum of the voting members for their vote. Amendments may be adopted by a vote of two-thirds (2/3) of a quorum of the voting members of the corporation.

ARTICLE X - INCORPORATION

The name and address of each incorporator are as follows:

NAME

ADDRESS:

Teresa Everett

1650 Sundance Drive  
St. Cloud, FL 34771

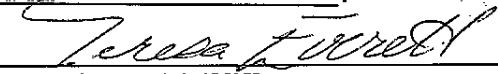
Rick Stacy


1235 Beth Lane  
St. Cloud, FL 34772

IN WITNESS WHEREOF, the undersigned incorporators have executed these

Articles of Incorporation on this 11<sup>th</sup> day of Feb., 1998.

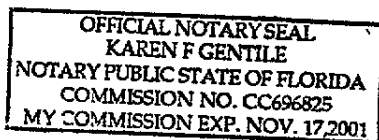
And on this 13<sup>th</sup> day of MARCH, 1998.

 (SEAL)  
TERESA EVERETT

 (SEAL)  
RICK STACY

STATE OF FLORIDA  
COUNTY OF OSCEOLA

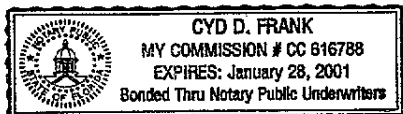
The foregoing instrument was acknowledged before me this 11 day of  
February, 1998, by Teresa Everett, who is personally  
~~known to me or~~ who has produced FL D/L as identification an  
who did not take an oath.



Karen F. Gentile  
Notary Public, State of Florida  
KAREN F GENTILE  
Typed, Printed or Stamped Notary Name

STATE OF FLORIDA  
COUNTY OF OSCEOLA

The foregoing instrument was acknowledged before me this 13 day of  
March, 1998, by Richard K. Stacy, who  
is personally known to me or who has produced FDL # 5320751512560 as  
identification and who did not take an oath.



Cyd D. Frank  
Notary Public, State of Florida  
Cyd D. Frank  
Typed, Printed or Stamped Notary Name

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

In compliance with Section 48.091, Florida Statutes, the following is submitted.

First -- that St. Cloud Soccer Club, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business and registered office at 1650 Sundance Drive, St. Cloud, State of Florida, has named TERESA EVERETT, located at 1650 Sundance Drive, St. Cloud, State of Florida, as its agent to accept service of process within Florida.

Signature: Teresa Everett

Title: Incorporator

Date: Feb. 11, 98

Signature: Richard K. Stang

Title: Incorporator

Date: March 13, 1998

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Having been named to accept service of process for the above corporation, at the place designated in this certificate, 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.

Signature: Teresa Everett

Date: Feb. 11, 98