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LAZARUS CORPORATE FILING SERVICE, INC.

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MIAMI, FLORIDA (305)552-5973

(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

400002671064--6

-10/23/98--01044--022

\*\*\*\*\*78.75 \*\*\*\*\*78.75

OFFICE USE ONLY

Translation: The Florida Cubans Baseball Association INC

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. ASOCIACION DE BASEBALL CUBANITOS DE  
(Corporation Name) (Document #)

2. LA FLORIDA INC.  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 2:00

☐ Certified Copy

☐ Mail out ☐ Will wait ☐ Photocopy

☐ Certificate of Status

98 OCT 27 AM 10:56  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input checked="" type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

October 23, 1998

LAZARUS

MIAMI, FL

SUBJECT: ASOCIACION DE BASEBALL CUBANITOS DE LA FLORIDA INC.  
Ref. Number: W98000024123

We have received your document for ASOCIACION DE BASEBALL CUBANITOS DE LA FLORIDA INC.. However, the document has not been filed and is being returned for the following:

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Please return the original and one copy of 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 (850) 487-6934.

Loria Poole  
Corporate Specialist

Letter Number: 198A00052329

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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION  
OF

ASOCIACION DE BASEBALL CUBANITOS  
DE LA FLORIDA INC.

The undersigned, for the purpose of forming a Nonprofit -- Corporation under Florida Statutes Chapter 617, do hereby make and adopt the following Articles of Incorporation.-

ARTICLE I

NAME

The name of the proposed Corporation is: ASOCIACION DE BASEBALL CUBANITOS DE LA FLORIDA INC.

ARTICLE II

NOT FOR PROFIT

The Corporation is a Nonprofit Corporation under the laws of the State of Florida.- The Corporation is not formed for pecuniary profit.- No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Directors or Officers, except to the extent permissible under the law.-

ARTICLE III

DURATION

The duration (term) of the Corporation is perpetual.-

ARTICLE IV

PURPOSES

The Corporation is exclusively organized, and shall be operated exclusively for the following:  
Child baseball sport practice.-

A.-To function as entertainment child sport, executing National and International Championship using means such as television, radio, printed materials and others source permitted as legal advertisement.-

B.-To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to ac-

quire by donation, contribution, bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitations as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth therein.-

C.-To operate exclusively in any other manner for child baseball sport purposes as will qualify it as an exempt organization under Section 501(c) (3) of the Internal Revenue Code of 1954, as amended, or under any other corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.-

D.-To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.-

#### ARTICLE V

##### LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, Directors, or Officers, but the 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 Article 4 (Purposes) hereof.-

#### ARTICLE VI

##### MEMBERS

The Corporation shall have Voting Members who shall be elected (and may be removed) by the Voting Members and shall have all the rights and privileges of members of the Corporation.- The Bylaws may provide for Nonvoting Members of one or more classes, who shall be admitted in such manner and who -- shall have such rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote.- The name -- and address of each initial Voting Member are as follows:

NAME

ADDRESS

CARLOS ARMANDO RAMOS

2460 W 73 PL  
HIALEAH, FL. 33016

## ARTICLE VII

### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the Corporation is: 2460 W 73 PL - HIALEAH, FL. 33016 and the name of its initial Registered Agent at that address is:

CARLOS ARMANDO RAMOS

## ARTICLE VIII

### INITIAL BOARD OF DIRECTORS

The management of the Corporation shall be vested in a Board of Directors.- The number of Directors constituting the initial Board of Directors is three.- The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three.- The Voting Members shall elect the Directors annually.- The board of Directors will be elected in the first annual meeting.-

## ARTICLE IX

### INCORPORATORS

The name and address of each Incorporator signing these articles is as follows:

NAME	ADDRESS
CARLOS ARMANDO RAMOS	2460 W 73 PL HIALEAH, FL. 33016

## ARTICLE X

### BYLAWS

The Bylaws of the Corporation are to be made and adopted by the Board of Directors and may be altered, amended or rescinded by the Board of Directors.-

## ARTICLE XI

### AMENDMENT

The Corporation reserves the right to amend or repeal any -

provisions contained in these Articles of Incorporation or --  
any amendment to them, and all rights and privileges conferred  
upon the Members, Directors and Officers are subject to this-  
reservation.- The Articles of Incorporation may be amended in  
accordance with the provisions of the laws of the State of --  
Florida, as amended from time to time, unless more specific--  
provisions for amendments are adopted by the Corporation pur-  
suant to law.-

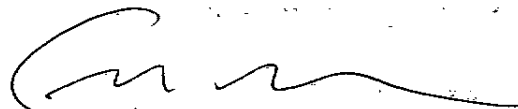
ARTICLE XIII

NONSTOCK BASIS

The Corporation is organized on a Nonstock Basis.- This Corporation shall not issue shares of stock.-

IN WITNESS WHEREOF:

The undersigned subscribers have executed these articles of incorporation this 2nd day of October 1998.-



CARLOS ARMANDO RAMOS

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

In compliance with section 607.0501, of the Florida Statutes  
the following is submitted:

Desiring to organize or qualify under the laws of the State  
of Florida with its principal place of business in the City -  
of HIALEAH, County MIAMI-DADE, Florida, whose Corporate name  
is:-

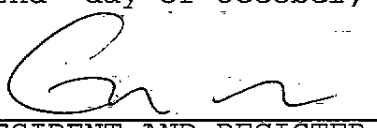
ASOCIACION DE BASEBALL CUBANITOS DE LA FLORIDA INC.

has named as its Agent to accept service of process within--  
the State of Florida: CARLOS ARMANDO RAMOS

ACKNOWLEDGMENT

Having been named to accept service of process for the above-  
mentioned Corporation, at place designated in this Certifica-  
te, I here by agree to act in this capacity, and further  
agree to comply with the provisions of all the Statutes rela-  
tive to the proper and complete performance of my duties.-

Date this 2nd day of October, 1998.-

  
RESIDENT AND REGISTER AGENT  
CARLOS ARMANDO RAMOS  
2460 W 73 PL  
HIALEAH, FL. 33012

SECRETARY OF STATE  
JAMES H. HASSER  
FLORIDA

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