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October 29, 1998

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32399

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Re: Federation of Professional Baseball Players, Inc.
Our File No. 98-990

Dear Madam or Sir:

Enclosed herewith you will find original and two copies of Articles of Incorporation of the above referenced not-for-profit corporation, together with our check in the amount of \$122.50 to cover the followings costs:

Filing Fee \$35.00
Certified Copy \$52.50
Registered Agent Designation \$35.00

Please return a certified copy to our office as soon as possible.

Very truly yours,

WELBAUM, GUERNSEY, HINGSTON,
GREENLEAF & GREGORY, L.L.P.

Olga A. Fernandez

Dmc
11-4-98

OAF/sr

FILED
98 NOV -2 PM 2:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

FEDERATION OF PROFESSIONAL BASEBALL PLAYERS, INC.

(A Florida Not-For-Profit Corporation)

Federacion de Peloteros Profesionales, Inc.

Article I

NAME

The name of this not-for-profit corporation shall be the FEDERATION OF PROFESSIONAL BASEBALL PLAYERS, INC. (the "FEDERATION").

Article II

PRINCIPAL OFFICE

The mailing address of the FEDERATION shall be 1376 S.W. 4th Street, Miami, Florida 33135.

Article III

PURPOSE

The FEDERATION is a not-for-profit corporation, organized for the primary purpose of recognizing and honoring Interamerican professional baseball players.

The FEDERATION is also organized for the purpose of engaging in any lawful act or activity, not for pecuniary profit, for which not-for-profit corporations may be organized, so far as is or may be permitted by the laws of the State of Florida and Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

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SECRETARY OF STATE
TAMPA, FLORIDA

Article IV

MEMBERSHIP

The FEDERATION standards for membership will not discriminate with respect to profession, nationality, color, sex, race, ethnicity, handicap, or religion, but rather require members, who (i) have some association with the sport of baseball, (ii) have a genuine interest in participating in the achievement of the FEDERATION purposes; (iii) can contribute to the effective operation of the FEDERATION; and (iv) comply with the requirements established from time to time by the bylaws of the FEDERATION (the "Bylaws").

Article V

INITIAL REGISTERED AGENT AND OFFICE

The name of the FEDERATION initial registered agent is Roberto Maduro, Jr. The street address of the initial registered office of the FEDERATION is 9420 S.W. 6th Lane, Miami, Florida 33124.

Article VI

BOARD OF DIRECTORS

The affairs of the FEDERATION shall be managed by a Board of Directors consisting of no less than (3) directors. 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 (3). The manner of election of directors of the FEDERATION shall be regulated by the Bylaws.

Article VII

INCORPORATOR

The name and address of the incorporator (the "Incorporator"), who is the person signing these Articles of Incorporation (the "Articles"), is Wilfredo Calvino-Lopez, who is located at 13323 S.W. 27th Street, Miami, Florida 33175.

Article VIII

DISSOLUTION

Upon the dissolution or winding up of the FEDERATION, its assets remaining after payment or provision for payment of all debts and liabilities of the FEDERATION shall be distributed to a not-for-profit fund, foundation or corporation, which is organized and operated exclusively for charitable purposes and has established its tax-exempt status under Section 501 (c)(3) of the Code or the corresponding provisions of any subsequent United States Internal Revenue tax law ("Future Code").

Article IX

LIMITATIONS

No part of the net earnings of the FEDERATION shall inure to the benefit of, or be distributable to, its directors, officers, members or other private persons, except that the FEDERATION shall be authorized and empowered to: (a) pay reasonable compensation for services rendered or costs incurred, and (b) to make payments and distributions in furtherance of any of its purposes. No substantial part of the activities of the FEDERATION shall consist

of carrying on of propaganda or otherwise attempting to influence legislation (except as otherwise provided in Sub-section (h) of Section 501 of the Code). The FEDERATION shall not participate or intervene in any campaign on behalf of any candidate for public office, including, without limitation, the publishing or distributing of any written statements.

Notwithstanding any other provision of the Articles, the FEDERATION shall not carry on any activities not permitted to be carried on: (i) by a corporation exempt for federal income tax under Section 501 (c)(3) of the Code (or the analogous provision of any Future Code); or (ii) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Code (or the analogous provision of any Future Code).

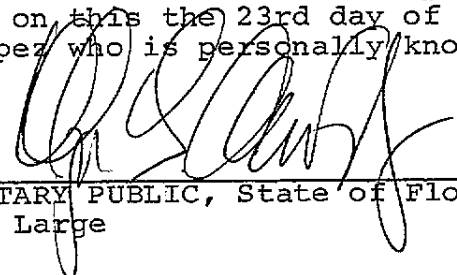
IN WITNESS WHEREFORE, the Incorporator has executed the Articles on the 23 day of October, 1998.


Wilfredo Calvin-Lopez
Incorporator

STATE OF FLORIDA

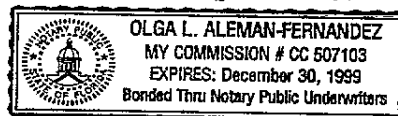
COUNTY OF DADE

The foregoing Articles of Incorporation of Federation of Professional Baseball Players, Inc. were acknowledged before me on this the 23rd day of October, 1998, by Wilfredo Calvin-Lopez who is personally known to me.



NOTARY PUBLIC, State of Florida
at Large

My Commission Expires:



CERTIFICATE DESIGNATING THE INITIAL REGISTERED AGENT AND ADDRESS

That the FEDERATION OF PROFESSIONAL BASEBALL PLAYERS, INC. desiring to organize as a not-for-profit corporation under the laws of the State of Florida, has named Roberto Maduro, Jr., who is located at 9420 S.W. 6th Lane, Miami, Florida 33174, as its registered agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT:

Having been named to accept service of process for the FEDERATION OF PROFESSIONAL BASEBALL PLAYERS, INC. at the registered address designated in this certificate, I hereby agree to act in this capacity and comply with the proper and complete performance of all of my duties and obligations, under the provisions of Section 607.0505 of the Florida Statutes (1997).

EXECUTED this 23rd day of October, 1998.


Roberto Maduro, Jr.
Registered Agent

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98 NOV -2 PM 2:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA