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May 11 1999

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*****78.75 *****78.75

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

RE: GENESIS SOCCER CLUB, INC.

Dear Sir/Madam:

In connection with the above referenced corporation enclosed please find original and one copy of Articles of Incorporation to be filed. Also enclosed is our firm's check in the amount of \$78.75 for the cost of filing the Articles of Incorporation and a certified copy thereof. Please return the certified copy to me after filing.

Thank you for your assistance in this matter. If you have any questions, please call.

Sincerely,

Christopher J. Hurst

CJH/sf
Enclosures

EFFECTIVE DATE
5-11-99

SHARON

MAY 17 1999

FILED
99 MAY 13 PM 2:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
GENESIS SOCCER CLUB, INC.

FILED
99 MAY 13 PM 2:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator for the purpose of forming a corporation under the laws of the State of Florida, Chapter 617, Florida Statutes, applicable to corporations not for profit, does hereby adopt the following Articles of Incorporation.

ARTICLE ONE

NAME

EFFECTIVE DATE
5-11-99

The name of the corporation shall be GENESIS SOCCER CLUB, INC.

ARTICLE TWO

NON-PROFIT CORPORATION

The corporation is a non-profit corporation.

ARTICLE THREE

EXISTENCE AND DURATION

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if they are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed, corporate existence shall commence upon filing by the Department of State.

ARTICLE FOUR

PURPOSE

The corporation is formed to promote the development of soccer players in Northeast Florida with a professional youth soccer club where each player's development is put first and foremost after safety, personal growth, appropriate sportsmanship and competition. The corporation will identify and offer the opportunity for its members to work with professional educators in the sport of soccer who have an interest in developing their game in the best and most appropriate environment. The corporation will affiliate with such other youth soccer associations or organizations as its directors

from time to time deem appropriate in furtherance of corporate goals.

ARTICLE FIVE

PRINCIPAL OFFICE

The street address of the initial principal business office of the corporation is 105 Woodland Drive, Ponte Vedra Beach, Florida 32082.

ARTICLE SIX

REGISTERED AGENT

The address of the registered office and the name of the initial Registered Agent are: Gary McKinley, 97 Rio Drive, Ponte Vedra Beach, Florida 32082.

ARTICLE SEVEN

DIRECTORS

This corporation shall never have less than three (3) directors. The number of directors constituting the initial Board of Directors of the Corporation is four (4) and the names and addresses of the persons who are to serve as the initial directors until the first election shall be as follows:

1. Mark S. Christian
105 Woodland Drive
Ponte Vedra Beach, Florida 32082
2. Gary McKinley
97 Rio Drive
Ponte Vedra Beach, Florida 32082
3. Cynthia Christian
105 Woodland Drive
Ponte Vedra Beach, Florida 32082
4. Tracy McKinley
97 Rio Drive
Ponte Vedra Beach, Florida 32082

Directors shall serve and be appointed as provided in the By-Laws of the corporation.

ARTICLE EIGHT

INCORPORATOR

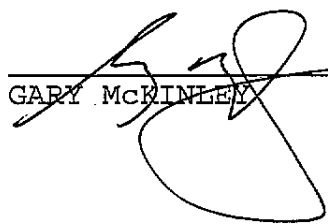
The name and address of the incorporator to these Articles of Incorporation is Gary McKinley, 97 Rio Drive, Ponte Vedra Beach, Florida 32082.

ARTICLE NINE

BYLAWS

The power to alter, amend or repeal the By-Laws or Articles of Incorporation or to adopt new By-Laws shall be vested in the Board of Directors. The By-Laws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with the law or with these Articles of Incorporation.

IN WITNESS WHEREOF, the incorporator has executed these Articles this 11th day of May, 1999.



GARY MCKINLEY

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

FILED
99 MAY 13 PM 2:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

GENESIS SOCCER CLUB, INC.

2. The name and address of the registered agent and office is:

Gary McKinley
97 Rio Drive
Ponte Vedra Beach, Florida 32082

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


GARY MCKINLEY

May 11, 1999

Date