

N99000004418

DIVISION OF CORPORATIONS

NAME Rene Arocha  
ADDRESS 1800 S.W. 27th Ave. Suite #501  
CITY Miami STATE Fl. ZIP CODE 33145  
AREA CODE & PHONE NUMBER (305)642-4237  
NAME OF CORPORATION RENE AROCHA'S SPORT ORGANIZATION, INC.

000002934860--4  
-07/19/99-01095-004  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

FOR OFFICE USE ONLY

<input checked="" type="checkbox"/> DOMESTIC	<input type="checkbox"/> AMENDMENT	<input type="checkbox"/> SEARCH
<input type="checkbox"/> FOREIGN	<input type="checkbox"/> DISSOLUTION	<input type="checkbox"/> MERGER
<input type="checkbox"/> PROFIT	<input type="checkbox"/> REINSTATEMENT	<input type="checkbox"/> MARK
<input checked="" type="checkbox"/> NON-PROFIT	<input type="checkbox"/> ANNUAL REPORT	<input type="checkbox"/> RESERVATION
<input type="checkbox"/> LIMITED PARTNERSHIP	<input checked="" type="checkbox"/> CERTIFICATE UNDER SEAL	<input checked="" type="checkbox"/> CERTIFIED COPY

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ARTICLES OF INCORPORATION OF

RENE AROCHA'S SPORT ORGANIZATION, INC.

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SECRETARY OF STATE  
FLORIDA

NOTICE IS HEREBY GIVEN THAT THE UNDERSIGNED INCORPORATORS, A MAJORITY OF WHOM ARE CITIZENS OF THE UNITED STATES, ALL BEING OF LEGAL AGE HAVE ASSOCIATED THEMSELVES TOGETHER FOR THE PURPOSE OF FORMING A CORPORATION NOT FOR PROFIT, WITHOUT CAPITAL STOCK, IN ACCORDANCE TO THE PROVISIONS OF CHAPTERS 607 AND 617, FLORIDA STATUTES AND WE DO HEREBY ACCEPT ALL OF THE RIGHTS, PRIVILEGES, BENEFITS AND OBLIGATIONS CONFERRED AND IMPOSED BY SUCH LAW, WE HEREBY DO MAKE, SUBSCRIBE, ACKNOWLEDGE AND FILE THESE ARTICLES OF INCORPORATION.

ARTICLE I.

THE NAME OF THE CORPORATION SHALL BE;

RENE AROCHA'S SPORT ORGANIZATION, INC.

ARTICLE II

THE PLACE IN THIS STATE WHERE THE PRINCIPAL OFFICE OF THE CORPORATION IS TO BE LOCATED SHALL BE;

14273 S.W. 24th Street, Miami, Florida 33175

ARTICLE III.

THIS CORPORATION SHALL EXIST PERPETUALLY UNLESS OTHERWISE SOONER TERMINATED OR LIQUIDATED AND ALL ASSETS DISPOSED OF IN ACCORDANCE WITH ARTICLE XI, HEREINBELOW.

ARTICLE IV.

THE PURPOSE FOR WHICH THIS CORPORATION IS ORGANIZED BESIDES ANY AND ALL THINGS ALLOWED TO BE DONE BY A NON PROFIT CORPORATION UNDER THE STATUTES OF THE STATE OF FLORIDA, ARE EXCLUSIVELY CHARITABLE AND EDUCATIONAL WITHING THE MEANING OF SECTION 501 (c) (3) OF THE INTERNAL REVENUE CODE OF 1986 OR THE CORRESPONDING PROVISION OF ANY FUTURE UNITED STATES INTERNAL REVENUE LAW.

ARTICLES V

THE QUALIFICATION OF MEMBERS AND THE MANNER OF THEIR ADMISSION SHALL BE PRESCRIBED FROM TIME TO TIME BY THE BY-LAWS AND FURTHER APPROVED BY THE BOARD OF DIRECTORS OF THE CORPORATION.

INITIALLY ANY PERSON OF GOOD MORAL CHARACTER AND OVER THE AGE OF EIGHTEEN (18) YEARS SHALL BE QUALIFIED TO BE A MEMBER OF THIS CORPORATION. ADMISSION OF MEMBERS WILL BE DECIDED BY THE BOARD OF DIRECTORS IN ACCORDANCE WITH THE REQUIREMENTS SET FORTH IN THE BY-LAWS OF THE CORPORATION.

THE NAMES AND RESIDENCE OF THE SUBSCRIBERS OF THESE ARTICLES OF INCORPORATION, ARE AS FOLLOWS;

INCORPORATORS NAME AND ADDRESS;

RENE AROCHA                      PRESIDENT      CHAIRMAN      DIRECTOR  
14273 S.W. 24th Street, Miami, Fl. 33175

FIDEL E. AROCHA                      SECRETARY                      DIRECTOR  
3882 S.W. 89th Ave. Miami, Fl. 33165

APPOINTMENT OF THE BOARD OF DIRECTORS. THIS CORPORATION SHALL HAVE A BOARD OF DIRECTORS. THE MANNER AND THE METHOD IN WHICH THE DIRECTORS ARE TO BE ELECTED OR APPOINTED, SHALL BE PRESCRIBED IN THE BY-LAWS FROM TIME TO TIME. HOWEVER WE HEREBY CERTIFY THAT SUCH APPOINTMENTS SHALL FULLY COMPLY WITH SECTION 1.501 (C) (3) - 1 (d) (II i) OF THE INTERNAL REVENUE CODE AND/OR ANY APPLICABLE SECTIONS OR MODIFICATIONS THEREOF.

THE NAMES AND ADDRESSES OF THE BOARD OF DIRECTORS WHICH SHALL SERVE UNTIL THE FIRST ELECTION ARE;

RENE AROCHA	PRESIDENT	CHAIRMAN	DIRECTOR
14273 S.W. 24th St.	Miami, Fl.	33175	
FIDEL E. AROCHA	SECRETARY		DIRECTOR
3882 S.W. 89th Ave,	Miami, Fl.	33165	
VIVIAN AROCHA	TREASURY		DIRECTOR
14273 S.W. 24th St.	Miami, Fl.	33175	
SARVELIO DEL VALLE			DIRECTOR
7941 W. 30th Lane,	Hialeah, Fl.	33016	
LINDA GONZALEZ			DIRECTOR
3883 S.W. 89th Ave.	Miami, Fl.	33165	

VACANCIES IN THE INITIAL BOARD OF DIRECTORS OCCURING BEFORE THE FIRST ELECTION SHALL BE FILED BY THE DIRECTORS REMAINING IN OFFICE EVEN SO THEY MIGHT NOT CONSTITUTE A QUOROM OF THE BOARD OF DIRECTORS.

TERMINATION OF ANY BOARD MEMBER. ANY BOARD MEMBER MAY BE TERMINATED BY EXPULSION FOR REASONABLE CAUSE, BY THE REMAINING MAJORITY OF THE ACTING BOARD OF DIRECTORS, OR BY WRITEN

RESIGNATION SUBMITTED THIRTY DAYS PRIOR, TO THE ACTING BOARD OF DIRECTORS MEETING.

THE AFFAIRS OF THIS CORPORATION SHALL BE MANAGED BY OFFICERS ELECTED BY THE BOARD OF DIRECTORS AT ITS ANNUAL MEETING.

THE OFFICERS WHO SHALL SERVE UNTIL NEW OFFICERS ARE ELECTED IN ACCORDANCE WITH THE BY-LAWS, ARE AS FOLLOWS;

RENE AROCHA	PRESIDENT	CHAIRMAN	DIRECTOR
FIDEL E. AROCHA	SECRETARY		DIRECTOR
VIVIAN AROCHA	TREASURER		DIRECTOR
LINDA GONZALEZ			DIRECTOR
SARVELIO DEL VALLE	HONORARY SPORT	DIRECTOR	
JOSEPH ROSES	HONORARY FINANCE	DIRECTOR	

#### ARTICLE VI

THIS CORPORATION SHALL ISSUE NO STOCK, NO PART OF THE NET EARNINGS OF THIS CORPORATION SHALL INURE TO THE BENEFIT OF OR BE DISTRIBUTABLE TO ITS MEMBERS DIRECTORS, OFFICERS OR OTHER PRIVATE PERSONS EXCEPT THAT THIS CORPORATION SHALL BE AUTHORIZED AND EMPOWERED TO PAY REASONABLE COMPENSATION FOR SERVICES RENDERED AND TO MAKE PAYMENTS AND DISTRIBUTIONS IN FURTHERANCE OF THE PURPOSE SET FORTH IN THIS ARTICLE. NO SUBSTANTIAL PART OF THE ACTIVITIES OF THIS CORPORATION SHALL BE THE CARRYING ON OF PROPAGANDA OR OTHERWISE ATTEMPTING, TO INFLUENCE LEGISLATION THIS CORPORATION SHALL NOT PARTICIPATE OR INTERVENE IN ANY POLITICAL CAMPAIGN ON BEHALF OF ANY CANDIDATE FOR PUBLIC OFFICE, INCLUDING THE PUBLISHING OR DISTRIBUTIONS OF STATEMENTS

NOTWITHSTANDING ANY OTHER PROVISIONS OF THESE ARTICLES, THIS ORGANIZATION SHALL NOT CARRY ON ANY OTHER ACTIVITIES NOT PERMITTED TO BE CARRIED ON BY AN ORGANIZATION EXEMPT FROM FEDERAL INCOME TAX UNDER SECTION 501 (c) (3) OF THE INTERNAL REVENUE CODE OF 1986 OR THE CORRESPONDING PROVISIONS OF ANY FUTURE UNITED STATES INTERNAL REVENUE LAW, OR BY A CORPORATION TO WHICH CONTRIBUTIONS ARE DEDUCTIBLE UNDER SECTION 170 (b) (1) (A) (v) OF THE INTERNAL REVENUE CODE OF 1986 OR THE CORRESPONDING PROVISIONS OF ANY FUTURE UNITED STATES INTERNAL REVENUE LAW AND/OR FEDERAL TAX CODE AS AMENDED.

#### ARTICELE VII

THE BY-LAWS OF THE CORPORATION SHALL BE ADOPTED BY THE BOARD OF DIRECTORS.

#### ARTICLE VIII

AMENDMENT TO THESE ARTICLES OR TO THE BY-LAWS OF THE CORPORATION MAY BE PROPOSED BY THE BOARD OF DIRECTORS. AMENDMENTS SHALL BE ADOPTED AT A MEETING OF THE BOARD OF DIRECTORS BY THE AFFIRMATIVE VOTE OF THE MAJORITY OF DIRECTORS PRESENT OR VOTING BY PROXY AT ANY MEETING AT WHICH A QUORUM IS

PRESENT, PROVIDED HOWEVER, THAT EACH VOTING MEMBERS HAS BEEN GIVEN NOTICE, AT LEAST TEN DAYS PRIOR TO SAID MEETING..

ARTICLE IX.

THE INITIAL REGISTERED OFFICE OF THIS CORPORATION IS,  
14273 S.W. 24th Street, Miami, Fl. 33175

AND THE INITIAL REGISTERED AGENT WITH THE REGISTERED OFFICE AT THE ABOVE ADDRESS IS

RENE AROCHA

ARTICLE X.

NO CONTRACT OR OTHER TRANSACTIONS BETWEEN THIS CORPORATION AND ANY OTHER CORPORATION, AND NO ACT OF THIS CORPORATION, SHALL IN ANY WAY BE AFFECTED OR INVALIDATED BY THE FACT THAT ANY OF THE DIRECTORS OFFICERS OF THIS CORPORATION ARE PECUNIARILY OR OTHERWISE INTERESTED IN, OR ANY FIRM OF WHICH ANY DIRECTOR IS A MEMBER, A PARTY TO, OR MAY BE PECUNIARILY OR OTHERWISE INTERESTED IN. ANY CONTRACT OR TRANSACTION WITH SAID CORPORATION, SHALL BE DISCLOSED ON THE MINUTES OF THIS CORPORATION ; AND THE MEMBER OF ANY SUCH OTHER CORPORATION WHO IS SO INTERESTED MAY NOT BE COUNTED IN DETERMINING THE EXISTENCE OF A QUORUM AT ANY MEETING OF THE BOARD OF DIRECTORS OF THIS CORPORATION, WHICH SHALL AUTHORIZE ANY SUCH CONTRACT OR TRANSACTION AND PROVIDED, SUCH OTHER DIRECTOR MAY NOT VOTE THERE TO AUTHORIZE ANY SUCH CONTRACT OR TRANSACTION, PROVIDED, HOWEVER, THAT SUCH TRANSACTION IS PERMITTED TO BE CARRIED ON WITHING THE MEANING OF SECTION 501 (c) (3) OF THE INTERNAL REVENUE CODE OR CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE AS AMENDED.

ARTICLE XI.

UPON THE DISSOLUTION OF THE CORPORATION, ALL ASSETS SHALL BE DISTRIBUTED FOR ONE OR MORE EXEMPT PURPOSES WITHIN THE MEANING OF SECTION 501 (c) (3) OF THE INTERNAL REVENUE CODE, OR CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE, OR SHALL BE DISTRIBUTED TO THE FEDERAL GOVERNMENT, OR TO A STATE OR LOCAL GOVERNMENT, FOR A PUBLIC PURPOSE. ANY SUCH ASSET NOT SO DISPOSED OF SHALL BE DISPOSED OF BY THE COURT OF COMMON PLEAS OF THE COUNTY IN WHICH THE PRINCIPAL OFFICE OF THE CORPORATION IS LOCATED, EXCLUSIVELY FOR SUCH PURPOSES OR TO SUCH ORGANIZATION OR ORGANIZATIONS, AS THE COURT SHALL DETERMINE, WHICH ARE ORGANIZED AND OPERATED EXCLUSIVELY FOR SUCH PURPOSES.

IN THE EVENT OF DISSOLUTION, THE RESIDUAL ASSETS OF THE ORGANIZATION WILL BE TURNED OVER TO ONE OR MORE ORGANIZATIONS WHICH THEMSELVES ARE EXEMPT AS ORGANIZATIONS DESCRIBED IN SECTION 501 (c) (3) and 170 (c) (2)

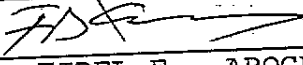
OF THE INTERNAL REVENUE CODE, OR TO THE FEDERAL, STATE, OR LOCAL  
GOVERNMENT FOR EXCLUSIVE PUBLIC PURPOSE.

IN WITNESS WHEREOF WE HAVE MADE, SUBSCRIBED, AND ACKNOWLEDGED  
THESE ARTICLES OF INCORPORATION THIS \_\_\_\_\_ DAY OF JULY OF 1999

INCORPORATORS;



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RENE AROCHA

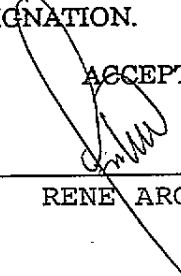


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FIDEL E. AROCHA

CONSENT OF REGISTERED AGENT

HAVING BEEN NAMED RESIDENT AGENT OF THIS CORPORATION AT THE OFFICE DESIGNATED IN THE FOREGOING ARTICLES OF INCORPORATION THE UNDERSIGNED ACCEPTS THE DESIGNATION.

ACCEPTED BY RESIDENT AGENT

  
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RENE AROCHA

99 JUL 19 AM 8:26  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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