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Florida Department of State
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA NON-PROFIT CORPORATION

PRO DEPORTES CORINTO-USA, INC.

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

November 9, 1999

EMPIRE

SUBJECT: PRO DEPORTES CORTINO - USA, INC.
REF: W99000025821

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

If you have any further questions concerning your document, please call (850) 487-6067.

Neysa Culligan
Document Specialist

FAX Aud. #: H99000028411
Letter Number: 299A00054066

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ARTICLES OF INCORPORATION
OF

PRO DEPORTES CORINTO - USA, INC.
(PRO SPORTS CORINTO - USA, INC.)

We the undersigned incorporate for the purpose of becoming a corporation under the laws of the State of Florida, providing for the formation, rights, privileges, immunities - and liabilities of incorporation for profit and subject to the following provisions.

NON

ARTICLE I

The name of the corporation shall be:
PRO DEPORTES CORINTO - USA, INC.
(PRO SPORTS CORINTO - USA, INC.)

ARTICLE II

This corporation shall have perpetual existence.

ARTICLE III

This corporation is organized with the purpose to engage - in the transaction of promotion of all kind of sports, here in the states and in Nicaragua, specially in baseball --- but not limited to that activity, organizing teams and --- supplying the proper equipment and clothes, promoting some side activities to raise funds for such purpose.

ARTICLE IV

The Directors will be elected by regular elections every year or according to the regulations and procedures of the Board of Directors, previously established.

ARTICLE V

The Directors have the right to resign, giving thirty days notice, in advance.

ARTICLE VI

The post office address of the principal office of this -- corporation shall be: 19960 N.W. 62nd Avenue, Miami, Florida 33015.

Prepared By:
Jose C. Jimenez, B.B.A. (Accountant)
454 N.W. 22nd Avenue, Suite 209
Miami, Florida 33125. Tel. 305-541-4714

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ARTICLE XII

Amendments to the Articles of Incorporation, merger, consolidations or dissolution shall be approved and submitted to the stockholders for approval 100% of all votes will be necessary and thirty days notice shall be provided.

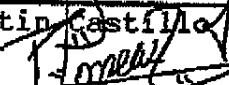
ARTICLE XIII

This corporation shall have full power to carry on and transact each or all business enumerated in Article III of this Articles of Incorporation. Shall have all the general and additional powers now conferred upon it by the laws and the by-laws.


IN WITNESS THEREOF, we the undersigned, have made subscribed and acknowledged these Articles of Incorporation, on this -- 2nd Day of November 1999.


Sergio Quintana - Incorporator


Martin Castillo - Incorporator


Pablo Fonseca - Incorporator


STATE OF FLORIDA)
COUNTY OF DADE)


Manuel Vargas - Incorporator

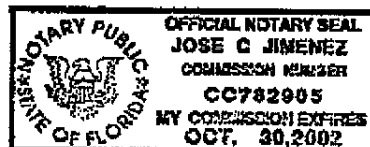
Before me the undersigned authority duly authorized to administer oath and take acknowledgement, personally appeared --- SERGIO QUINTANA, MARTIN CASTILLO, PABLO FONSECA AND MANUEL VARGAS ---

who after first being duly sworn, executed the foregoing --- ARTICLES OF INCORPORATION, freely and voluntarily for the --- purpose therein expressed.

IN WITNESS THEREOF I have hereunto set my hand and official seal at Miami, said County and State, this 2nd Day of November 1999.


NOTARY PUBLIC, State of Florida at large.

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT=REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, 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.

The name of the Corporation is PRO DEPORTES CORINTO - USA, INC. (PRO SPORTS CORINTO - USA, INC.)

The name and address of the Registered Agent and office is Manuel Vargas, 752 N.W. 1st Street, Miami, Florida 33128.

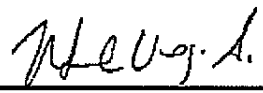


Corporate Officer

Title: President

Dated: November 2, 1999

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and further -- agree, to comply with the provisions of all statutes relative to the proper and complete performance of my duties; and --- accept the duties and obligations of section 607.325,, Florida Statutes.



Manuel Vargas, Registered Agent,
accepting office.

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