

OFFICE USE ONLY

40000319089

LAZARUS CORPORATE FILING SERVICE, INC.

(Requestor's Name)

3320 S.W. 87th AVENUE

(Address)

MIAMI, FLORIDA (305)552-5973

(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

OFFICE USE ONLY

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

- 1. F. CIRER. INTERNATIONAL, INC (Corporation Name) 00 (Document #)
- 2. ALL SPORTS STORE, INC. (Corporation Name) 00 (Document #)
- 3. _____ (Corporation Name) _____ (Document #)
- 4. _____ (Corporation Name) _____ (Document #)

00 FEB 23 PM 2:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

- Walk in Pick up time 2.00 Certified Copy
- Mail out Will wait Photocopy Certificate of Status

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-02/23/00--01057--009
****157.50 ****78.75

| NEW FILINGS | |
|-------------------------------------|-------------------|
| <input checked="" type="checkbox"/> | Profit |
| <input 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 |

00 FEB 23 AM 11:45
RECEIVED
DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Handwritten signature/initials

Examiner's Initials

ARTICLES OF INCORPORATION

OF

F. CIRER. INTERNATIONAL, INC

FILED
00 FEB 23 PM 12:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is F.CIRER. INTERNATIONAL, INC.

ARTICLE II - NATURE OF BUSINESS

The general character, purpose, and nature of business to be transacted by this corporation is to carry on in any capacity any business or trade deemed legal in the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 100 shares of common stock, each share having a par value of \$ 1.00

ARTICLE IV - INITIAL CAPITAL

The amount of the capital with which this corporation shall begin business is \$ 10,000.00

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existance.

ARTICLE VI - ADDRESS

The initial street address of the principal office of this corporation is to be at 10760 W.Flagler Suite# 8-127 Miami, FL 33174

The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.


ARTICLE VII - REGISTERED AGENT

In pursuance of Chapter 48.901, Florida Statutes, the following is submitted in compliance with said Act:

That, F. CIRER.INTERNATIONAL, INC. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at the city of County of Dade, has named: JIAN C D'ANGELO as its agent to accept service of process within this State at 10760 W.Flagler Suite# 8-127 MIAMI,FLORIDA 33174

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


REGISTERED AGENT

ARTICLE VIII - DIRECTORS

The corporation shall have director(s) initially. The number of directors may be increased or diminished from time to time by the By-laws, but shall never be less than one.

ARTICLE IX - INITIAL DIRECTORS

The names and addresses of the initial directors who shall hold office until their successors are elected and have qualified are as follows:

JUAN C D'ANGELO/ PRESIDENT/ 10760 W.FLAGLER ST. SUITE#8-127MIAMI,FL 33174

ARTICLE X - INCORPORATOR

The name and street address of the incorporators to these Articles of Incorporation is:

JUAN C D'ANGELO/ 10760 W.Flagler St SUITE# 8-127 Miami, Fl 33174

ARTICLE XI - EFFECTIVE DATE

These Articles of Incorporation shall be effective upon acceptance by the Secretary of State.

ARTICLE XII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon, manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE XIII - AMENDMENT

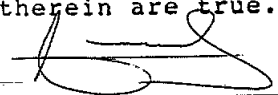
This corporation reserves this right to amend, alter, change or repeal any provisions contained in these articles of INCORPORATION in the manner now or hereafter prescribed By-Laws and all rights conferred on stockholders are granted subject to this reservation.

ARTICLE FOURTEEN

The provisions of this Charter, and each and every Articles and section hereof, and the By-Laws of this Corporation shall be considered a part of every contract and transaction to which this corporation shall be a party. Each person associated and/or corporation dealing with this corporation is charge with notice and knowledge of this corporation.

IN WITNESS THEREOF, the undersigned suscribers do make suscriber acknowledge, for the purpose of forming this Corporation under the Laws of the State of Florida and we hereby make and file, in the office of the Secretary of State of Florida, these Articles of Incorporation and certify that the facts therein are true.

DATE 2/22/2000



JUAN CARLOS D'ANGELO
PRESIDENT

STATE OF FLORIDA)
COUNTY OF DADE) SS.

Before me the undersigned authority, personally appeared _____, to me well known to be the persons described in and who executed and subscribed to the foregoing Articles of Incorporation, and acknowledge that excuted the same for the purposes therein expressed.

WITNESS my hand and official seal this day of: 2/22/2000


NOTARY PUBLIC
STATE OF FLORIDA

FILED
00 FEB 23 PM 12:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA

