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TALLAHASSEE, FLORIDA

**FLORIDA PROFIT CORPORATION OR P.A.****TOTAL SPORTS FLORIDA, INCORPORATED**

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**ARTICLES OF INCORPORATION OF  
TOTAL SPORTS FLORIDA, INCORPORATED**

The undersigned, acting as incorporator of TOTAL SPORTS FLORIDA, INCORPORATED, under the Florida General Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I - NAME**

The name of the Corporation is "TOTAL SPORTS FLORIDA, INCORPORATED," with its principal place of business at 11159 Southwest 88<sup>th</sup> Street, Suite E-206, Miami, Florida 33176.

**ARTICLE II - COMMENCEMENT OF EXISTENCE**

The existence of the Corporation shall commence on the date of filing these Articles of Incorporation.

**ARTICLE III - DURATION**

The duration of the Corporation is perpetual.

**ARTICLE IV - PURPOSE**

The purposes for which this Corporation is organized are:

1. To engage in every business aspect; and
2. To transact any or all lawful business for which a corporation may be incorporated under the Florida General Corporation Act

**ARTICLE V - AUTHORIZED SHARES**

The maximum number of shares that the Corporation is authorized to issue and have outstanding at any time is ten thousand (10,000) shares of common stock having a one cent (\$0.01) par value. The consideration to be paid for each share may be paid in whole or part in part in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation, with a value equal to the par value of the stock. The authorized shares of the Corporation shall be noncumulative, voting common stock. The holders of the common stock of this Corporation shall have all the rights and duties provided in the Articles of Incorporation, Bylaws and Corporate Laws of Florida.

**ARTICLE VI - PREEMPTIVE RIGHTS**

Each shareholder, upon the sale for cash of unissued stock (whether or not presently authorized and including treasury shares) of the same kind, class, or series as that which he already holds, shall have the right (subject to adjustment to avoid the issue of fractional shares) to purchase his pro-rata share of that stock at the price at which it is offered to others. This right shall be deemed waived by any holder who does not exercise it and pay for the stock preempted within thirty (30) days of his receipt of a notice in writing from the Corporation inviting him to exercise the right.

ARTICLE VII – RESTRICTION ON THE TRANSFER OF SHARES

There shall be no sale of any share or stock of this Corporation unless the holder of said share or stock provides the Corporation and Nonselling Stockholders with the first opportunity to purchase said share or stock of the Corporation at the same price or terms as being offered by the Selling Stockholder. The Corporation shall have thirty (30) days from the date it receives the Selling Shareholder's written offer of sale to purchase said stock.

ARTICLE VIII – INITIAL REGISTERED OFFICE AND AGENT

The name of the Corporation's initial agent is Daniel Mendoza, and the street address of the Corporation's initial agent is to be found at 11159 Southwest 88<sup>th</sup> Street, Suite E-206, Miami, Florida 33176.

ARTICLE IX – INITIAL BOARD OF DIRECTORS

The Corporation shall initially have three (3) directors. The number of directors may be increased from time to time, as provided in the Bylaws. The names and street addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
Daniel Mendoza	11159 Southwest 88 <sup>th</sup> Street, Suite E-206 Miami, Florida 33176
Guillermo Olmedillo	9370 Southwest 62 <sup>nd</sup> Street Miami, Florida 33173
Enrique Tamayo	395 Northwest 86 <sup>th</sup> Place, Suite 1 Miami, Florida 33126

ARTICLE X – INCOPORATOR

The name and address of the incorporator is Daniel Mendoza with a street address of 11159 Southwest 88<sup>th</sup> Street, Suite E-206, Miami, Florida 33176.

ARTICLE XI – BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors.

ARTICLE XII – AMENDMENTS

The Corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the Corporation by the unanimous approval and consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholder's meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

ARTICLE XII - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 14<sup>th</sup> day of March, 2000.


  
Daniel Mendoza, Incorporator

STATE OF FLORIDA                     )  
  ) SS  
COUNTY OF MIAMI-DADE         )

BEFORE ME, the undersigned authority personally appeared Daniel Mendoza of 11159 Southwest 88<sup>th</sup> Street, Miami, Florida 33176 to me personally known to be the person described in and who executed and subscribed to the foregoing Articles of Incorporation and who freely and voluntarily acknowledged before me that on this 14<sup>th</sup> day of March, 2000, that she executed and subscribed to the aforesaid Articles of Incorporation for the uses and purposes set forth therein.

THE FOREGOING INSTRUMENT was acknowledged before me this 14<sup>th</sup> day of March, 2000 by Daniel Mendoza, who is personally known to me and who did take an oath.



  
Carmen M. Garcia, Notary Public  
State of Florida at Large

Prepared by:  
Gerardo Gomez, Esq.  
7245 Southwest 61st Street  
Miami, Florida 33143  
(305)667-6768

FILED

2000 MAR 15 PM 12:03

**ACKNOWLEDGEMENT AND STATEMENT  
OF DESIGNATED REGISTERED AGENT**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Chapter 607, Florida Statutes, the following is submitted:

That "TOTAL SPORTS FLORIDA, INCORPORATED" desiring to organize under the laws of the State of Florida with its initial registered office as indicated in the Articles of Incorporation, has named Daniel Mendoza at 11159 Southwest 88<sup>th</sup> Street, Suite E-206, Miami, Florida 33176, as agent to accept service of process within the State for the Corporation.

Having been named to accept service of process for TOTAL SPORTS FLORIDA, INCORPORATED at the place designated in this acknowledgement, I agree to act in that capacity and to comply with the provisions of the Florida General Corporation Act relative to keeping open the registered office.

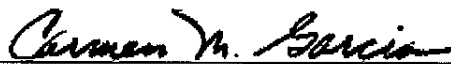


Daniel Mendoza, Registered Agent

STATE OF FLORIDA                    )  
  ) SS  
COUNTY OF MIAMI-DADE         )

IN WITNESS WHEREOF, the foregoing acknowledgement and statement of designated registered agent instrument was executed and acknowledged before me this 14<sup>th</sup> day of March, 2000.



  
Carmen M. Garcia, Notary Public  
State of Florida at Large