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TRANSMITTAL LETTER

RECEIVED
03 MAY -9 AM 10:50
TALLAHASSEE, FLORIDA

Department Of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-05/09/00--01130--002
*****78.75 *****78.75

SUBJECT: CARIBBEAN AMERICAN SOCCER ASSOCIATION, INC.
(Proposed corporate name-must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$78.75, filing fee, Certified copy & Certificate.

FROM: Emmanuel Alvarez _____
Name (printed or typed)

15512 SW 60th Street _____
Address

Miami Florida 33193 _____
City, State, Zip

(305) 383-1588 _____
Daytime Telephone Number

NOTE: Please provide the original and one copy of the articles.

**CERTIFICATE OF INCORPORATION
OF
CARIBBEAN AMERICAN SOCCER ASSOCIATION, INC.**

RECORDED
00 MAY -9 AM 10:50
TALLAHASSEE, FLORIDA

I, the undersigned, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of an Act of the Legislature of the State of Florida approved June 1, 1925, and the acts amendatory thereto, do hereby subscribe to this Certificate of Incorporation.

1. *Name.*

The name of the Corporation is **CARIBBEAN AMERICAN SOCCER ASSOCIATION, INC.**

2. *Nature of business, purposes, and objects.*

To engage in any lawful business activities authorized by the laws of the State of Florida and additionally, to engage in the following activities:

- (a) To engage in every phase and aspect of the business of rendering services to the general public in the following areas: Representing Players, Sponsoring Sporting Events, Organizing Soccer Games and alike, Promoting Soccer Teams and alike, Holding and Owning Soccer Teams and any effect of like kind.
- (b) To manufacture, purchase, or otherwise acquire, and to own and mortgage, pledge, sell, assign and transfer or otherwise dispose of, and to invent, trade, deal in and with goods, wares, merchandise and other personal and real property of every class and description whatsoever.
- (c) To buy, sell, manufacture, repair, alter and exchange, let or hire, export and deal in all kinds of articles and things which may be required for the purposes of any of the said business or commonly supplied or dealt in by persons engaged in any such business, or which may be capable of being profitably dealt with in connection with any of the said business.
- (d) To guarantee, acquire by purchase, subscription or otherwise hold for investment, or otherwise sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations of the State of Florida, or any other state or government, domestic or foreign and while the owner of any such stocks, bonds, securities or evidences of indebtedness, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon for any and all purposes; to aid by loan, subsidy, guaranty or in any other manner whatsoever so far as the same may be permitted in the case of corporation organized under the laws of the State of Florida, any corporation whose stocks, bonds, securities or other obligations are or may be in any manner and at any time owned, held or guaranteed, and to do any and all other acts or things for the preservation, protection, improvement or enhancement in value of any such stocks, bonds, securities or other obligations; and to do all and any such acts or things designed to accomplish any such purpose.

- (e) To acquire, hold, own, dispose of and generally deal in grants, concessions, franchises and contracts of every kind, to cause to be formed, to promote and to aid in any way in the formation of any corporation, domestic or foreign.
- (f) To act as financial, business and purchasing agent for domestic and foreign corporations, individuals, partnerships, associations, state governments and other bodies.
- (g) To acquire in any manner, utilize, enjoy, hold, sell, assign, lease, mortgage or otherwise dispose of letters of patent of the United States or any foreign country, patents, patent rights, licenses and privileges, intentions, improvements and processes, copyrights, trademarks and trade names or pending applications therefor, relating to or useful in connection with any business of the corporation or any other corporation in which this corporation may have an interest as a stockholder or otherwise.
- (h) To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporation, to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness payable at a specific time or times, payable upon the happening of a specified event or events, secured or unsecured, from time to time, for moneys borrowed or in payment for property acquired, or for any of the objectives of the business of the corporation; to secure the same by mortgage or mortgages, or deed or deeds of trust, or pledge or other lien upon any or all the property acquired or to be acquired; and to confer upon the holders of any debentures, bonds or other evidences of indebtedness of the corporation, secured or unsecured, the right to convert the principal thereof into any preferred or common stock of the corporation, as now or hereafter authorized upon such terms and conditions as shall be fixed by the Board of Directors; to sell, pledge, or otherwise dispose of any or all debentures or other bonds, notes and other obligations in such manner and upon such terms as the Board of Directors may deem judicious, subject, however, to the provisions of Article THIRD hereof.
- (I) To acquire by purchase, subscription or otherwise, and to own, hold, sell, vote and handle shares of stock in other corporations.
- (J) To have one or more officers conduct its business and promote the objectives within the State of Florida, and in other states, the District of Columbia, the territories, possessions and dependences of the United States, and in foreign countries, without restrictions as to place or amount.
- (K) To do all and everything necessary and proper for the accomplishment of any of the purposes or the attainment of any of the objectives, or the furtherance of any of the powers enumerated in this Certificate of Incorporation or any amendment hereof, necessary or incidental to the protection and benefit of the corporation, as principal agent, director, trustee or otherwise; and, in general, either alone or in associations with other corporations, firms or individuals, to carry on any lawful business necessary or incidental to the accomplishment of the purposes or the attainment of the objectives, or the furtherance of such purposes or objectives of the corporation, whether or not such business is similar in nature to the purposes and objectives as set forth in this Certificate of Incorporation or any amendment hereof.

The foregoing paragraphs shall be construed and enumerated both as objectives and powers of the corporation; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the purposes or objects of the Corporation otherwise permitted by law.

The Corporation elects to be governed by the Florida Business Corporation Act.

3. Capital stock.

The maximum number of shares of capital stock that the Corporation is authorized to have outstanding at any one time shall be 10,000 shares of stock of the par value of \$.10 dollar per share, all of which shall be common stock of the same class. The whole or any part of the capital stock of the corporation shall be payable in lawful money of the United States of America, or property, labor or services at a just valuation to be fixed by the Directors. Property or labor may also be purchased with the capital stock at such valuation as shall be fixed by the directors.

The Corporation shall begin business with at least one share of its common stock, of the aggregate par value of \$.10, fully paid for.

4. Principal Office.

The principal office for the transaction of the business of the Corporation shall be in the City of Miami, County of Dade, State of Florida, and such business may be carried on in such city, such county, adjoining counties, and elsewhere within the state in the discretion of the Board of Directors. The post office address of the present principal office is 15512 SW 60th Street, Miami, Florida 33193.

5. Duration.

The duration of the Corporation shall have perpetual; provided, however, that the Corporation may be dissolved and terminated at any time by agreement of two-thirds of the-then-existing shareholders of the Corporation at any regular meeting or at a special meeting of the share-holders called for that purpose. In the event of dissolution, the Board of Directors, as trustees of the property of the Corporation, shall apply the Corporation's assets, first, to the payment of the debts of the Corporation, and, second, pro rata to the shareholders of the Corporation.

6. Board of directors.

The Board of Directors shall consist of not less than one (1) nor more than ten (10) directors.

7. *Initial shareholder.*

The name and post office address of the initial shareholder is:

<u>NAME</u>	<u>ADDRESS</u>	<u>Number of shares Subscribed For</u>
Emmanuel Alvarez	15512 SW60th Street Miami, FL 33138	ALL

8. *Initial Directors.*

The name and post office address of the initial Directors who, subject to the provisions of this Certificate of Incorporation, the by-laws, and Act of the Legislature approved June 1, 1925 and the acts amendatory thereto, shall hold office for the first year of the corporation's existence or until his successor is elected and shall have qualified, are:

Emmanuel Alvarez 15512 SW 60 th Street Miami, FL 33193	President, Treasury & Secretary
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9. *Continuity.*

The corporation shall not be dissolved or in any similar manner affected by the death, insanity, incompetency, conviction for a felony, resignation, withdrawal, transfer of ownership of shares, retirement, or expulsion of any one or more of the shareholders or by a vacancy on the Board of Directors or by any changes in staff of the Corporation or by the happening of any other event which under the laws of the State of Florida would work a dissolution of a partnership. No shareholder shall have the power to dissolve the Corporation by his independent act of any kind.

10. *Rights released and retained.*

Shareholders of the Corporation may also be employees of the Corporation and subject to its management and control in the same manner as other employees, professional or otherwise, notwithstanding their ownership of a stock interest in the Corporation. All professional employees of the Corporation and those persons who may hereafter become professional employees shall forego all claims for fees charged and collected for professional services rendered or to be rendered by them on behalf of the Corporation and shall accept in lieu thereof such compensation as may be set from time to time by the Board of Directors of the Corporation.

11. *Restraints on alienation of stock and conditions of ownership.*

(a) The shareholders of the Corporation shall have the power to include in the Bylaws, adopted by a majority of the shareholders of the Corporation, any regulatory or restrictive provisions regarding the sale, assignment, pledge, transfer, or other disposition of any of the outstanding stock of the Corporation by any of its shareholders. Such regulatory or restrictive provisions shall not affect the rights of third parties without actual knowledge thereof, unless existence of such provisions shall be noted conspicuously on the certificate evidencing the ownership of such stock.

(b) Shares held by a deceased or retired shareholder shall, within six months after the date of death or retirement be either redeemed or canceled by the Corporation or transferred to a person or persons authorized to hold shares.

12. *Additional powers.*

In furtherance, and not in limitation, of the general powers conferred by the laws of the State of Florida, the Corporation shall have the following additional powers:

(a) To enter into any general or limited partnership or joint venture with any individual, firm, association, or corporation for the purpose of carrying on any business which the Corporation has direct or incidental authority to pursue.

(b) To enter into, for the benefit of its employees, professional or otherwise, one or more of the following: (1) a pension plan; (2) a profit-sharing plan; (3) a sick-pay plan; (4) a thrift and savings plan; (5) a medical expense plan, or (6) other fringe benefit or incentive compensation plans.

13. *General management and control.*

Subject to such restrictions, if any, as may be set forth in the Bylaws, the Board of Directors shall exercise general management and control of the business and may exercise all of the powers of the Corporation except such as may be by statute, or by the Articles of Incorporation or amendment thereto.

14. *Amendments.*

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation at any time by the agreement of two-thirds of then-existing shareholders at any regular meeting or at a special meeting of the shareholders called for that purpose, and all rights conferred on shareholders herein granted subject to this reservation.

15. *Severance.*

If any phrase, clause, sentence, paragraph, or provision of these Articles of Incorporation is held void or illegal, it shall not impair nor affect the rest of these Articles of Incorporation and the associates do hereby declare that they would have signed and executed the remainder of these Articles without such void or illegal provision.

16. *Incorporator.*

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

Emmanuel Alvarez
15512 S.W. 60th Street
Miami, FL 33193

IN WITNESS WHEREOF, I the undersigned, being the only associates of the Corporation,
do sign my name this May 8, 2000.

SEAL

Emmanuel Alvarez
Emmanuel Alvarez, Incorporator


STATE OF FLORIDA)
COUNTY OF DADE)

BE IT REMEMBERED that on this day personally appeared before me, the undersigned Notary Public, in and for the State of Florida at Large,

Subscriber to the following Certificate of Incorporation, known to me personally/provided identification, to be such and upon his oath, he acknowledges the said Certificate of Incorporation to be the act and deed of the signer and the facts therein stated to be truly set forth.

WITNESS my hand and official seal at Dade County, said County and State, this 8th day of May, 2000.

Gertrude Verdela
Notary Public, State of Florida at Large

 Gertrude Verdela
My Commission CC829187
Expires April 22, 2003

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

FILED
00 MAY -9 AM 10:50
STATE OF FLORIDA


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

1. The name of the corporation is: CARIBBEAN AMERICAN SOCCER ASSOCIATION, INC.

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

is: Andre Dominique Pierre, 6301 Biscayne Boulevard, Suite 101, Miami, Florida 33138.

Having been named 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.


(Signature)

5/8/00
(Date)