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DOUGLAS J. BARNARD, P.A.

A T T O R N E Y A T L A W

248 FIRST AVENUE NORTH • ST. PETERSBURG, FL 33701

DOUGLAS J. BARNARD, ESQ.

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June 8, 2000

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*****78.75 *****78.75

Secretary Of State
Division Of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Keeper Sense, Inc.

Enclosed please find the Articles Of Incorporation for Keeper Sense, Inc. together with a check made payable to the Department Of State in the amount of \$78.75. This is payment in full for the filing fee and for a certified copy of the articles.

I would appreciate your filing these documents as soon as possible and returning the certified copy to my office at the above address as soon as possible. Additionally, I would request that you fax to my office at 727-898-0770, a note showing that the Corporation has been filed.

Thank you for your attention in this matter. If you have any questions regarding the above, please call.

Sincerely,

Douglas J. Barnard
Douglas J. Barnard

DJB/km

Enclosures

FILED
00 JUN -9 PM 3:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch JUN 10 2000

**ARTICLES OF INCORPORATION
OF
KEEPER SENSE, INC.**

ARTICLE I. NAME

The name of this corporation shall be Keeper Sense, Inc.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Office Of The Secretary Of State. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of a soccer camp engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 100 par value shares of common capital stock.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

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ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions
Imposed By This Corporation's Articles Of Incorporation, A Copy
Of Which Is On File At This Corporation's Principal Office."

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be one. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are: Richard K. Barnard, 2732 N.E. 22nd Street, Ft. Lauderdale, FL 33305.

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office shall be 2732 N. E. 22nd Street, Ft. Lauderdale, FL 33305 and the address of this corporation's initial registered office shall be: 248 First Avenue North, St. Petersburg, FL 33701.

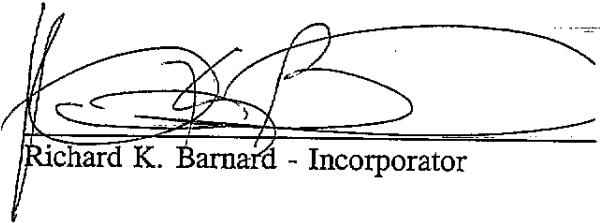
The name of the individual who shall serve as this corporation's initial registered agent at that address is: Douglas J. Barnard.

ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator are: Richard K. Barnard, 2732 N.E. 22nd Street, Ft. Lauderdale, FL 33305.

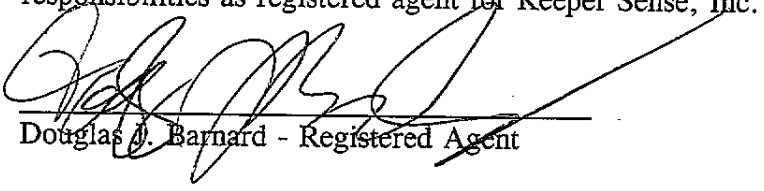
ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.



Richard K. Barnard - Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent of Keeper Sense, Inc. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for Keeper Sense, Inc.



Douglas J. Barnard - Registered Agent