

**POOOOOO 61109**  
LAW OFFICES  
**FOWLER, WHITE, BURNETT, HURLEY, BANICK & STRICKROOT**  
A PROFESSIONAL ASSOCIATION

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STUART H. ALTMAN  
RICHARD S. BANICK  
DAVID O. BATISTA  
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PAUL S. BERGER  
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RICHARD A. WOOD

CODY FOWLER (1892-1978)  
MORRIS E. WHITE (1892-1988)  
JAMES L. HURLEY (1920-1989)

BANK OF AMERICA TOWER  
SEVENTEENTH FLOOR  
100 SOUTHEAST SECOND STREET  
MIAMI, FLORIDA 33131  
TELEPHONE (305) 789-9200  
FACSIMILE (305) 789-9201

NORTHBRIDGE CENTRE  
515 NORTH FLAGLER DRIVE  
SUITE 300 PAVILION  
WEST PALM BEACH, FLORIDA 33401  
TELEPHONE (561) 802-9044  
FACSIMILE (561) 802-4107

WWW.FOWLER-WHITE.COM

REPLY TO MIAMI OFFICE

June 14, 2000

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

Re: FIRST GOAL, INC.  
Our File No. 50837-DEK

Gentlemen:

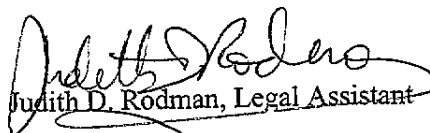
Enclosed please find the following in connection with the Florida domestication of the captioned corporation:

1. Certificate of Domestication
2. Articles of Incorporation
2. Check in the amount of \$128.75 covering the filing fees and certified copy

Kindly process this domestication accordingly. A self-addressed, stamped envelope is enclosed for the certified copy.

Sincerely yours,

FOWLER, WHITE, BURNETT, HURLEY,  
BANICK & STRICKROOT, P.A.

  
Judith D. Rodman, Legal Assistant

Enclosures

[jdr] W:\50837\LETT211.JDR (6/14/0-18:9)

Thompson JUN 23 2000

Audit No.

Florida Department of State, Secretary of State

## CERTIFICATE OF DOMESTICATION

The undersigned, David Paresky, President,  
(Name) (Title)  
of FIRST GOAL, INC., a foreign corporation,  
(Corporation Name)

in accordance with Florida Statutes, section 607.1801 does hereby certify:

1. The date on which corporation was first formed was December 23, 1994.
2. The jurisdiction where the above named corporations was first formed, incorporated, or otherwise came into being was Massachusetts.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was First Goal, Inc..
4. The name of the corporation as set forth in its articles of incorporation to be filed pursuant to ss. 607.0202 and 607.0401 with this certificate is First Goal, Inc..
5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication was  
Massachusetts

I am President, of First Goal, Inc.

and am authorized to sign this certificate of Domestication on behalf of the corporation and have

done so this the 15<sup>th</sup> day of May, 2000.

  
(Authorized Signature)

### Filing Fee:

Certificate of Domestication	\$ 50.00
Articles of Incorporation and certified	\$ 78.75
Total to domesticate and file	\$128.75

Audit No.

[jdr] W:\50837\CERTIF54.JDR[5/5/0-15:34]

FILED  
00 JUN 19 AM 10:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Audit No. H

ARTICLES OF INCORPORATION  
OF  
FIRST GOAL, INC.

The undersigned incorporator, for the purpose of forming a corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is: FIRST GOAL, INC.

ARTICLE II

Purpose

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the "Act").

ARTICLE III

Authorized Capital

The corporation is authorized to issue Two Hundred Thousand (200,000) shares of common stock, with a par value of \$0.01 per share.

ARTICLE IV

Address

The business address and mailing address for the corporation are 7212 Fisher Island Drive, Fisher Island, Florida 33109.

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## ARTICLE V

### Registered Office and Agent

The street address of the corporation's initial registered office is 100 S.E. 2nd Street, 17th Floor, Miami, Florida 33131. The name of the initial registered agent at such office is Donald E. Kubit.

## ARTICLE VI

### Indemnification

(a) The corporation shall indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he: (i) is or was a director of the corporation; (ii) is or was an officer of the corporation, provided that he is or was at the time a director of the corporation; or (iii) is or was serving at the request of the corporation as a director, officer, agent or employee of another corporation, partnership, joint venture, trust or other enterprise, provided that he is or was at the time a director of the corporation.

(b) Except for those persons entitled to indemnification pursuant to subparagraph (a) of this Article VI, the Board of Directors of the corporation shall have, unless otherwise expressly prohibited by the Act, the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was an officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

(c) Except for those persons entitled to indemnification pursuant to subparagraph (a) of this Article VI, no person may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

## ARTICLE VII

### Incorporator

The name and address of the incorporator of the corporation are David Paresky, 7212 Fisher Island Drive, Fisher Island, Florida 33109.

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## ARTICLE VIII

### Board of Directors

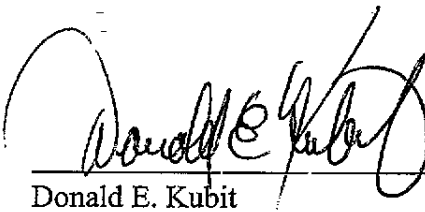
There shall be no initial Board of Directors. Until a Board of Directors is elected and shares are issued, the incorporator shall have all the rights and powers of a shareholder, including, without limitation, the power to elect a Board of Directors. The Board of Directors shall be elected as soon as convenient after filing these Articles.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 13<sup>th</sup> day of May, 2000.

  
\_\_\_\_\_  
David Paresky

### ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for the above-named corporation at the place designated in these Articles of Incorporation, 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.

  
\_\_\_\_\_  
Donald E. Kubit

Audit No. H