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ARTICLES OF INCORPORATION

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

ARTICLE I - NAME

The name of the corporation shall be Soccer Leagues USA, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing of this corporation shall be:

8004 NW 154TH ST., PMB #149 MIAMI LAKES, FL 33016-5814

ARTICLE III - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100 STOCK SHARES

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

JUAN CARLOS PEREYRA 11201 SW 55 ST. Q-7 BOX 10 MIRAMAR, FL 33025,

ARTICLE V - INCORPORATOR

The names and street address of the incorporators to these Articles of Incorporation are:

JUAN CARLOS PEREYRA 11201 SW 55 ST. Q-7 BOX 10 MIRAMAR, FL 33025

LUIS ARAUJO 9807 WEST OKEECHOBEE RD. APT. 212 HIALEAH GARDENS, FL 33016

The undersigned incorporator has executed these Articles of Incorporation this..... Day of......,2000.

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ARTICLE VI - DIRECTORS

The names and street addresses of the directors to these Articles of Incorporation are:

JUAN CARLOS PEREYRA (PRESIDENT 51%) 11201 SW 55 ST. Q-7 BOX 10 MIRAMAR, FL 33025

LUIS ARAUJO(VICE-PRESIDENT 49%) 9807 WEST OKEECHOBEE RD. APT. 212 HIALEAH GARDENS, FL 33016

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/ REGISTERED OFFICE

Having been named as Registered Agent and to accept service of process for the above corporation at 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 statues related to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Registered Agent

