

P00000091468

SARA SIMMONS, ESQUIRE
13899 Biscayne Boulevard
Suite 122
North Miami Beach, Florida 33181

September 20, 2000

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

300003403689--8
-09/25/00--01151--005
*****78.75 *****78.75

SUBJECT: UNITED GOALS, INC.

Enclosed is an original and one(1) copy of the articles of incorporation and a check for:

\$78.75 (Filing Fee & Certified Copy)

FROM: Sara Simmons, Esquire
13899 Biscayne Boulevard, Suite 122
North Miami Beach, Florida 33181
305/341-3560

FILED
00 SEP 25 AM 9:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch SEP 28 2000

**ARTICLES OF INCORPORATION
OF
UNITED GOALS, INC.**

FILED
00 SEP 25 AM 9:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural persons, acting as Incorporators for the purpose of forming a corporation for profit under the provisions of Section 607, Florida Business Corporation Act, of the Florida Statutes, do hereby adopt the following Articles of Incorporation:

I
Name of Corporation, Principal Office and Mailing Address

The name of this Corporation shall be United Goals, Inc. The principal office of this Corporation shall be 13899 Biscayne Boulevard, Suite 122, North Miami Beach, Florida 33181. The mailing address of this Corporation shall be the same.

II
Purposes

The general nature and purposes of business to be transacted, promoted and carried on by the Corporation are as follows:

The Corporation may transact any and all lawful business for which Corporation may be incorporated under Florida General Corporation Act.

To do everything necessary, proper, or convenient for the accomplishment of any of the purposes set forth in these Articles, and to do every other act incidental to the corporate purposes which is not forbidden by the laws of the State of Florida or by the provisions of these Articles of Incorporation.

III
Shares

The maximum number of voting shares this Corporation is authorized to issue is 10,000, par value \$1.00 per share, all of which shall be common shares, all common shares shall be identical with each other in every respect and the holders of common shares shall be entitled to one vote for each share in all matters on which shareholders have the right to vote.

IV
Duration

The Corporation shall have perpetual existence.

V
Registered Agent

The address of this Corporation's initial registered office is 13899 Biscayne Boulevard, Suite 122, North Miami Beach, Florida 33181 and the name of its initial Registered Agent at said address is Sara Simmons, Esquire.

VI
Incorporators

The name and addresses of the Incorporators are as follows:

Willie James Bailey
1930-W. Bay Drive
Miami Beach, Florida 33141

Ophelia B. Mitchell
1832 N.W. 68th Terrace
Miami, Florida 33147

Dianne C. Williams
57 NW 87th Street
El Portal, Florida 33150

VII
Board of Directors

The Corporation shall have a Board of Directors consisting of seven (7) persons. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders. The election of the Directors will take place at the initial Shareholders meeting.

VIII
Informal Shareholder Action

Any action of the Shareholders may be taken without a meeting, if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as part of the corporate records.

IX
Informal Director Action

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

X
Indemnification

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

XI
Bylaws

The Bylaws of this Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded, at a duly called regular or special meeting of the Board, by an affirmative vote of a majority of all the Board members present in person or by proxy.

In Witness Whereof, the undersigned Incorporators have executed these Articles of Incorporation this 18th day of September 2000.

By: Willie J. Bailey
WILLIE J. BAILEY

State of Florida
County of Miami-Dade

The Foregoing Instrument as acknowledged before me this 18th day of September 2000 by after producing Florida drivers license is known to be the person who executed the foregoing Articles of Incorporation, as the Incorporator, who acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

In Witness Whereof, I have hereunto set my hand and seal this 18th day of September 2000.

Sara Simmons
NOTARY PUBLIC-STATE OF FLORIDA

My commission expires:



Sara Simmons
My Commission CC960418
Expires August 13, 2004

By Ophelia B. Mitchell
OPHELIA B. MITCHELL

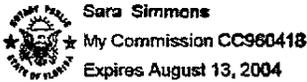
State of Florida
County of Miami-Dade

The Foregoing Instrument as acknowledged before me this 18th day of September 2000 by after producing Florida drivers license is known to be the person who executed the foregoing Articles of Incorporation, as the Incorporator, who acknowledged to and before me that she executed the same for the uses and purposes therein mentioned and set forth.

In Witness Whereof, I have hereunto set my hand and seal this 18th day of September 2000.

Sara Simmons
NOTARY PUBLIC-STATE OF FLORIDA

My commission expires:



BY Dianne C. Williams
DIANNE C. WILLIAMS

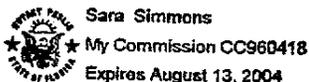
State of Florida
County of Miami-Dade

The Foregoing Instrument as acknowledged before me this 18th day of September 2000 by after producing Florida Drivers License is known to be the person who executed the foregoing Articles of Incorporation, as the Incorporator, who acknowledged to and before me that she executed the same for the uses and purposes therein mentioned and set forth.

In Witness Whereof, I have hereunto set my hand and seal this 18th day of September 2000.

Sara Simmons
NOTARY PUBLIC-STATE OF FLORIDA

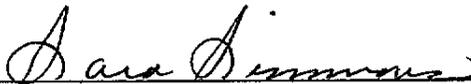
My commission expires:



**CERTIFICATE DESIGNATING PLACES OF BUSINESS
OR DOMICILE FOR THE SERVICES OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That UNITED GOALS, INC., a Corporation for Profit, has named SARA SIMMONS, ESQUIRE, 13899 Biscayne Boulevard, Suite 122, North Miami Beach, Florida 33181, as its agent to accept service of process within this state. Having been named to accept service of process for the above Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



SARA SIMMONS, ESQUIRE

United Goals Inc. Articles of Incorporation

FILED
00 SEP 25 AM 9:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA