ZEBERSKY, PAYNE CUSHNER, LLP

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August 2, 2001

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

RE:

Ferne Labati Miami Basketball Camps, Inc.

Our File No: 838.000

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Dear Sir or Madam:

I am enclosing a Transmittal Letter and Articles of Incorporation along with a check in the amount of \$78.75 for opening a corporation for our client, Ferne Labati Miami Basketball Camps, Inc. Please complete the corporation filing and provide me with a Certified Copy for the corporation.

Thank you for your assistance.

Very truly yours,

Todd S. Payne For the Firm

TSP:cmm Enclosure

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ARTICLES OF INCORPORATION

The undersigned incorporator, 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:

Ferne Labati Miami Basketball Camps, Inc.

ARTICLE II PRINCIPAL OFFICE

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

5571 SW 71 Place Miami, FL 33155

ARTICLE III SHARES

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

1000 at .01 each

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

Todd S. Payne, Esq. Zebersky, Payne & Kushner, L.L.P. 4000 Hollywood Blvd., Suite 400 North Hollywood, FL 33021

ARTICLE V BOARD OF DIRECTORS

The initial Board of Directors shall have __1_ members whose names and addresses are as follows:

Ferne Labati 5571 SW 71 Place Miami, FL 33155

ARTICLE VI INCORPORATOR

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

Ferne Labati 5571\SW 71 Place Miami, FL 33155 Signature/Incorporator

Having been named as 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/Registere