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Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.

PRO-ATHLETES INC.

Certificate of Status	0
Certified Copy	1
Page Count	08
Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION
OF
PRO-ATHLETES INC.**

I, the undersigned, in order to form a corporation under and pursuant to the provisions of the Laws of Florida for the purpose set forth below, hereby subscribed to these Articles of Incorporation.

I.

The name of the corporation shall be

PRO-ATHLETES INC.

II.

The purposes and general nature of the business to be conducted and transacted by the corporation shall be as follows:

A. To engage in the Athlete Agency business, representing athletes in negotiations concerning Professional contracts and related matters. To do and transact any and all business as permitted under the laws of the State of Florida and the United States of America.

B. To purchase for investment and resale, and to deal in land, property, houses and buildings and other property of any nature. To create, sell, and deal in freedhold and leasehold ground rents. To make advances upon the security of land or houses or other property. To deal in any manner with real and personal property.

C. To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, and other negotiable instruments, including bonds, debentures, or other obligations of this corporation, whether secured by

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mortgage pledge, or otherwise, or unsecured, for money borrowed, or in payment for property purchased or acquired, or for other lawful objects.

D. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of capital stock, or any bonds, securities, or other evidences of indebtedness, created by any corporation and while owner of such stock or evidences of indebtedness, to exercise all of the rights, powers and privileges of ownership, including the right to vote according to the rights of said instruments and agreements.

E. To purchase, hold sell and transfer shares of its own capital stock; subject, however, to such limitations as may be provided by law; and provided further, that shares of its own capital stock owned by the corporation shall not be voted upon directly or indirectly nor counted as outstanding for the purpose of any stockholder's quorum or vote.

F. Without limiting any of the purposes, powers and objects of this corporation, it is expressly declared and provided that this corporation shall have power in carrying on its own business, or for the purpose of accomplishment of any of the purposes or attainment of the objects herein about specified, to make and perform contracts of any kind and description and to do any and all other acts and things, and to exercise any and all powers, either as principal, agent or broker, conferred by the laws of Florida upon corporations, and which a partnership or natural person could do and exercise, and which now or hereafter may be authorized by law.

III.

The number of shares of stock that this corporation is authorized to have outstanding at any time is 100 shares at \$5.00 par value.

IV.

The amount of capital with which this corporation shall begin business shall be \$500.00.

V.

The existence of this corporation shall be perpetual.

VI.

The initial office of this corporation shall be located at:

**Grand Bay Plaza, Suite 200
2665 South Bayshore Drive
Miami, Florida 33133**

VII.

The Board of Directors of this corporation shall consist of not less than three and not more than ten (10) members.

VIII.

The name and address of the first Board of Directors, who shall, subject to these Articles of Incorporation, By-Laws, and the laws of Florida, hold office for the first year of the corporation's existence, or until their successors shall have been elected and qualified, and the number of shares of stock each agrees to take, the total aggregate amount of which shall be the sum of FIVE HUNDRED AND 00/100 (\$500.00) DOLLARS, the amount of capital with which this corporation shall begin business, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>AMOUNT</u>
FRANK QUINTERO, Jr.	2665 South Bayshore Dr. Suite 200 Miami, Florida 33133	33 1/3	

ALEXIS CABREJA 9631 Fountainbleau Blvd. 33 1/3
Apt. 611
Miami, Florida 33172

SERGIO BORGES 9631 Fountainbleau Blvd. 33 1/3
Apt. 611
Miami, Florida 33172

IX.

The registered agent and the registered office for this corporation are:

FRANK QUINTERO, JR., P.A.
Grand Bay Plaza, Suite 200
2665 S. Bayshore Drive
Miami, Florida 33133

The name and address of the incorporator of these Articles of Incorporation is

FRANK QUINTERO, JR.
Grand Bay Plaza, Suite 200
2665 S. Bayshore Drive
Miami, Florida 33133

XI.

The officers of the corporation until the first meeting of the corporation

Board of Directors, or until successors are elected, shall be:

President :Frank Quintero, Jr.
Vice Presidents: Alexis Cabreja and Sergio Borges
Secretary/Treasurer:Sergio Borges

XII.

This corporation shall be initially governed by the stockholders, notwithstanding other provisions of these Articles of Incorporation. At the discretion of the initial sole stockholder or the successor of all shares of the stockholder, or when there are two or more stockholders owning stock in the corporation, at a meeting held for that purpose, stockholders may elect to operate with a Board of

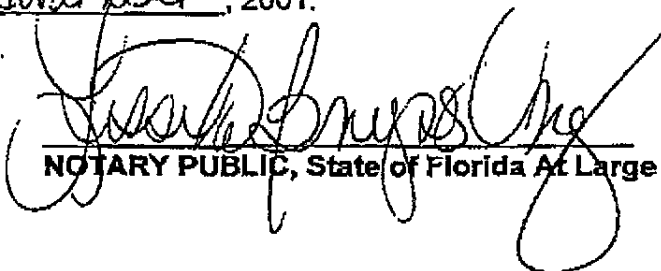
Directors and Officers as provided elsewhere in these Articles of Incorporation. At such time there shall be elected a minimum of three directors who shall hold office for one year after their election or until their successors are elected or appointed and have qualified. The stockholders shall also elect such persons to fill the offices of: PRESIDENT, VICE PRESIDENT, SECRETARY, TREASURE, and such other offices as are permitted by the By-Laws of the corporation. The officers shall serve for one year after their election or until their successors are elected or appointed and have qualified. The manner and form of electing or appointing officers and directors shall be set out in the By-Laws.

WITNESS my hand and seal this 29 day of November, 2001.


FRANK QUINTERO, JR.

BEFORE ME, personally appeared, FRANK QUINTERO, JR., who is X personally known to me, or ____ who produced _____ as identification.

SWORN AND SUBSCRIBED TO before me in Miami, Dade County, Florida, this 29 day of November, 2001.


NOTARY PUBLIC, State of Florida At Large

My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHICH PROCESS MAY BE SERVED**

In compliance with Chapter 607.034 Florida Statutes, the following is
submitted:

FIRST, PRO-ATHLETES INC., desiring to organize under the laws of the
State of Florida, with its principal office, as indicated in the Articles of Incorporation
at the City of Miami, County of Dade, State of Florida, has named FRANK
QUINTERO, JR., P.A., located at Grand Bay Plaza, Suite 200, 2665 South
Bayshore Drive, Miami, Florida, County of Dade, State of Florida, as its agent to
accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-named
corporation, at the place designated in this certificate, I have hereby accept to act
in this capacity, and agree to comply with the provisions of said Act relative to
keeping open said office.


FRANK QUINTERO, JR., Registered Agent

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STATE OF FLORIDA:

: ss:

COUNTY OF DADE :

BEFORE ME, the undersigned authority, personally appeared, FRANK
QUINTERO, JR. , who being first duly sworn by me, under oath, deposes and
says:

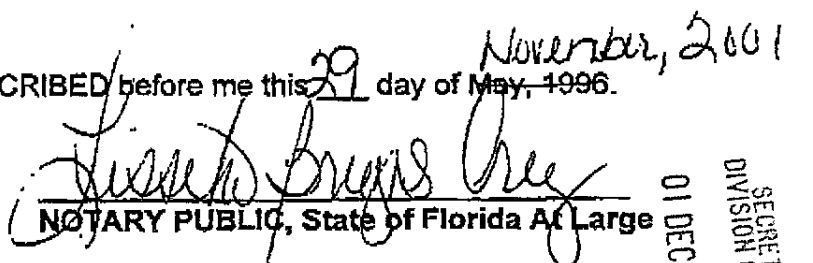
1. I am FRANK QUINTERO, Jr., who does business at Grand Bay
Plaza, Suite 200, 2665 South Bayshore Drive, Miami, Florida 33133.

FURTHER AFFIANT SAYETH NAUGHT.


FRANK QUINTERO, Jr.

BEFORE ME, personally appeared, FRANK QUINTERO, Jr., who is _____
personally known to me, or X who produced _____ as
identification.

SWORN TO AND SUBSCRIBED before me this 29 day of November, 2001.


NOTARY PUBLIC, State of Florida At Large

My Commission Expires:

Prepared By: Frank Quintero, Jr., P.A.
Grand Bay Plaza, Suite 200
2665 South Bayshore Drive
Miami, Florida 33133
Tel: (305) 446-0303
Florida Bar No. 399167

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