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03 FEB 21 AM 8:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

Azzurri FL Soccer Club, Inc.

Certificate of Status	0
Certified Copy	0
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ARTICLES OF INCORPORATION

OF

AZZURRI FL SOCCER CLUB, INC.

ARTICLE I

Name. The name of the Corporation is AZZURRI FL SOCCER CLUB, INC. (the "Corporation").

ARTICLE II

Principal Office and Mailing Address. The street address of the principal office and the mailing address of the Corporation is 1166 Sweet Heather Lane, Apopka, FL 32712.

ARTICLE III

Business Purpose. This Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

Capital Stock. The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share, with the consideration to be paid for each share to be in money, property or services, as may be fixed by the Board of Directors.

ARTICLE V

Term of Existence. The Corporation shall have perpetual existence.

ARTICLE VI

Initial Registered Office and Agent. The street address of the initial registered office of the Corporation is 111 North Orange Avenue, Suite 1200, Orlando, Florida 32801 and the name of the initial registered agent of the Corporation at that address is GARY M. BERKSON.

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TALLAHASSEE, FLORIDA

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ARTICLE VII

Number of Directors. The Board of Directors of the Corporation shall consist of one or more directors, the exact number of which shall be the number of directors from time to time fixed by the Board of Directors or the shareholders in accordance with the Bylaws of the Corporation. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at an annual or special meeting. The directors may authorize and require the payment of the reasonable expenses incurred by directors in attending meetings of the directors. Nothing in this Article shall be construed to preclude a director from serving the Corporation in any other capacity and receiving compensation therefor.

ARTICLE VIII

Initial Board of Directors. The name and street address of each member of the Corporation's initial Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Ivano Prolli	1166 Sweet Heather Lane Apopka, FL 32712
Estefano Crisafi	1166 Sweet Heather Lane Apopka, FL 32712
Mark A. Manfre	1166 Sweet Heather Lane Apopka, FL 32712
Fabio T. Marroccoli	1166 Sweet Heather Lane Apopka, FL 32712.

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ARTICLE IX

Incorporator. The name and street address of each incorporator to these Articles of Incorporation are as follows:

NameAddress

GARY M. BERKSON

111 North Orange Avenue, Suite 1200
Orlando, Florida 32801ARTICLE X

Lost or Destroyed Certificates. Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the Bylaws of the Corporation.

ARTICLE XI

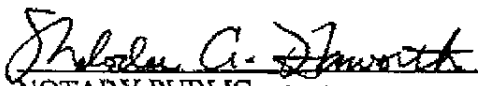
Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned does set his hand and seal and has acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 21st day of February, 2003

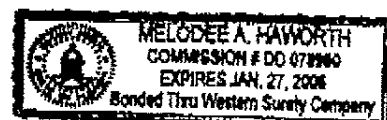

GARY M. BERKSONSTATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared GARY M. BERKSON, to me personally known to be the person described in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 21st day of February, 2003.


NOTARY PUBLIC MELODEE A. HAWORTH

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**CERTIFICATE DESIGNATING
REGISTERED OFFICE AND REGISTERED AGENT**

AZZURRI FL SOCCER CLUB, INC.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

1. The name of the Corporation is AZZURRI FL SOCCER CLUB, INC.
2. As designated in the Articles of Incorporation filed with this certificate, the name and the Florida street address of the registered agent is:

GARY M. BERKSON
111 North Orange Avenue, Suite 1200
Orlando, Florida 32801

3. The street address of the registered office and the street address of the business office of the registered agent are identical.

ACKNOWLEDGMENT:

Having been designated as the Registered Agent and to accept service of process for AZZURRI FL SOCCER CLUB, INC., I hereby accept the designation and agree to act as the Registered Agent of said Corporation. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of such duties as Registered Agent, and I am familiar with and accept the obligations of such position.



GARY M. BERKSON

Dated: February 21, 2003.

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