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To:

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From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305)634-3694
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FLORIDA PROFIT CORPORATION OR P.A.

adf sports, inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

ADF SPORTS, INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: ADF SPORTS, INC.

The principal place of business of this corporation shall be:

123 S.E. 3RD AVENUE SUITE 273
MIAMI, FLORIDA 33131

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is: 100 SHARES AT 1.00 PAR VALUE.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually:

PREPARED BY: ALFONSO RODRIGUEZ, C.F.A.
6780 CORAL WAY SUITE 100
MIAMI, FLORIDA 33155
BUS. (305) 662-1824
FAX: (305) 662-1453

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ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s) , if any, who shall hold office the first year of the corporation's existence or until their successor(s) is (are) elected, is (are):

ALFONSO SORIANO, PRES/SECT/TREAS.
123 S.E. 3RD AVENUE SUITE 273
MIAMI, FLORIDA 33131

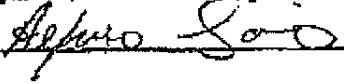
ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of Incorporation is:

ALFONSO SORIANO, PRES/SECT/TREAS.
123 S.E. 3RD AVENUE SUITE 273
MIAMI, FLORIDA 33131

IN WITNESS WHEREOF, the undersigned incorporator(s) has (have) executed these Articles of Incorporation THIS 9TH DAY OF SEPTEMBER 2002.

Signature(s) of Incorporator(s)



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SECRETARY OF STATE
TALLAHASSEE, FLORIDACERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: ADF SPORTS, INC.
2. The name and address of the registered agent and Office:

ALFONSO SORIANO, PRES/SECT/TREAS.
123 S.E. 3RD AVENUE SUITE 273
MIAMI, FLORIDA 33131

Signature: Alfonso Soriano

(Corporate officer)

Title: PRES/SECT/TREAS.Date: SEPTEMBER 9TH 2002.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE Alfonso Soriano

DATE _____

REGISTERED AGENT FILING FEE:

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