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ADRIAN MENDOZA H.
2226 TERRACE BLVD North
Clearwater Florida
33765

(City/State/Zip/Phone #)

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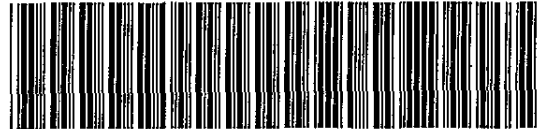
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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

LIGA MEXICANA DE BASKETBALL EN CLEARWATER INC.

ARTICLE I – NAME

The name of this Corporation is: Liga Mexicana De Basketball En Clearwater Corp.

ARTICLE II – DURATION

This Corporation is to exist perpetually. It shall commence existence on the date of filing of these Articles of Incorporation.

ARTICLE III – PURPOSE

This corporation is organized for the purpose of transacting any or all business permitted under the Laws of the United States of America, and the Laws of the State of Florida, and specifically dealing in Sports Activities.

ARTICLE IV – CAPITAL STOCK

This Corporation is authorized to issue 10000 shares of common stock at Ten (10) Cents par value. Shares may be issued for such consideration as is determined from time to time by the shareholders. This Power is reserved unto the shareholders by right and is hereby delegated unto the Board of Directors. The Board may issue the shares of this Corporation for such consideration as is determined from time to time by it, unless and until the shareholders by affirmative action communicate to the Board, in writing, their decision to determine the consideration for the issuance of non-issued or sale of treasury shares. This action by the shareholders will not affect prior action by the Board. The consideration for the issuance of shares or for the disposal of treasury shares may be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation. Shares may not be issued until the full amount of the consideration therefore has been paid. Then payment of the consideration for which shares are to be issued shall have been received by the Corporation, such shares shall be deemed to be fully paid and non-assessable.

ARTICLE V – PREEMPTIVE RIGHTS

The shareholders of record of this Corporation shall have preemptive rights, proportional to their ownership, to acquire unissued or treasure shares of the Corporation, or those shares for sale by any retiring shareholders, or securities of the Corporation convertible securities, bonds or debentures agreed to by the Board of Directors or Shareholders Meeting of this Corporation. This right shall be exercised by the said shareholders in a period of sixty days from the resolution taken by the Board of Directors or Shareholders Meeting, or from the notice to sell delivered by the selling shareholders to the Secretary of the Corporation.

ARTICLE VI – INITIAL REGISTERED OFFICE

The street address of the initial registered office of this Corporation is:
2226 Terrace Drive North
Clearwater, Florida 3376

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ARTICLE VII – ADDRESS

The initial street address of the principal office of this Corporation is as follows:

2226 Terrace Drive North
Clearwater, Florida 33765

The Board of Directors may, from time to time, designate such other address and place for the principal office of this Corporation as it may see fit.

ARTICLE VIII – BOARD OF DIRECTORS

The Corporation shall have one (4) Directors initially. The number of directors may be increased or diminished from time to time in such a manner as may be prescribed in the By-Laws, but there shall never be less than one (1) director.

ARTICLE IX – INITIAL DIRECTORS

The name and street addresses of the initial members of the Board of Directors of this Corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
ADRIAN MENDOZA President	2226 Terrace Drive North Clearwater, Florida 33765
RUBEN TEPETATE Vice-President	2226 Terrace Drive North Clearwater, Florida 33765
GENARO BALTAZAR Secretary	2226 Terrace Drive North Clearwater, Florida 33765
PABLO PENA Treasurer	2226 Terrace Drive North Clearwater, Florida 33765
Adrian Lugo Shareholder	2226 Terrace Drive North Clearwater, Florida 33765
Eugenio Perez Shareholder	2226 Terrace Drive North Clearwater, Florida 33765
Benito Montafor Shareholder	2226 Terrace Drive North Clearwater, Florida 33765
Federico Marcos Shareholder	2226 Terrace Drive North Clearwater, Florida 33765
Sarahi Baltazar Shareholder	2226 Terrace Drive North Clearwater, Florida 33765

Israel Garcia
Shareholder

2226 Terrace Drive North
Clearwater, Florida 33765

Alfonso Mesa
Shareholder

2226 Terrace Drive North
Clearwater, Florida 33765

ARTICLE X – RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons in the amount set opposite to their names:

Adrian Mendoza	-	2075 shares
Ruben Tepetate	-	2000 shares
Genaro Baltazar	-	2000 shares
Pablo Pena	-	2000 shares
Adrian Lugo	-	275 shares
Eugenio Perez	-	275 shares
Benito Montafor	-	275 shares
Federico Marcos	-	275 shares
Sarahi Baltazar	-	275 shares
Israel Garcia	-	275 shares
Alfonso Mesa	-	275 shares

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

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ARTICLE XI – INDEMNIFICATION

The Corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a Director or Officer of the Corporation, and in its name and as its representative in any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter been a Director or Officer of the corporation, or be reason of any action alleged to have been heretofore or hereafter take or omitted by him as such Director or Officer, and shall reimburse each such person for all legal and other expenses provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such Officer or Director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provision shall not exclude any other right to which he may lawfully be entitled, nor shall anything herein contained restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided.

ARTICLE XIII – INCORPORATORS

The name and street address of each subscriber of these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Adrian Mendoza President	2226 Terrace Drive North ClearWater, Florida 33765
Ruben Tepetate Vice-President	2226 Terrace Drive North ClearWater, Florida 33765
Genaro Baltazar Secretary	2226 Terrace Drive North ClearWater, Florida 33765
Pablo Pena Treasurer	2226 Terrace Drive North Clearwater, Florida 33765

ARTICLE XIV – BY – LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors. By-Laws adopted by the Board of Directors may be repealed or changed and new By-Laws may be adopted by the shareholders, and the shareholders may prescribe in any By-Law made by them that such By-Law shall not be altered, amended or repealed by the Board of Directors.

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ARTICLE XV – POWERS

This Corporation shall have all powers needed or convenient to affect its purpose enumerated in the Florida General Corporation Act.

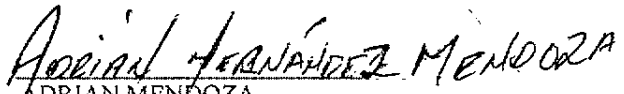
All corporate powers shall be exercised by or under the authority of, and the business and affairs of this Corporation shall be managed under the direction of the Board of Directors.

ARTICLE XVI – AMENDMENT

These Articles of Incorporation may be amended in the manners provided by Law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved at a Shareholders Meeting, by a majority of the stock entitled to vote thereon.

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IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 20TH day of October, A.D., 2003.


ADRIAN MENDOZA

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

Before me personally appeared Adrian Mendoza to me well known and known to me to be the person(s) described in and who executed the foregoing instrument, and acknowledged to and before me that executed the said instrument for the purposes therein expressed.

WITNESS MY HAND AND OFFICIAL SEAL this 20th day of October, A.D., 2003.


Notary Public
State of Florida

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In accordance with the Florida General Corporation Act, Section 607.034, the following is submitted:

That Liga Mexicana De Basketball En Clearwater Inc.

Desiring to organize or qualify under the Laws of the State of Florida, with its principal place of business in the city Clearwater, State of Florida, has named:

Adrian Mendoza

as its Resident Agent to accept service of process.

Signature:

Adrian Hernandez
Mendoza

Date: October 20, 2003

ACKNOWLEDGEMENTS:

Having been named to accept service of process for the above named corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.

Adrian Hernandez Mendoza
Adrian Mendoza/ President

Dated: October 20, 2003

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