

MAY-19-2004 WED 10:18 AM

Division of Corporations

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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : KALKAS BUSINESS SERVICES
Account Number : I19980000015
Phone : (305) 577-9716
Fax Number : (305) 577-9718

FLORIDA PROFIT CORPORATION OR P.A.

Score Soccer School, Inc.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 0 |
| Page Count | 03 |
| Estimated Charge | \$70.00 |

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ARTICLES OF INCORPORATION OF

Score Soccer School, Inc.

(Name of Corporation)

ARTICLE I - NAME

The name of this corporation is:

Score Soccer School, Inc.

with the principal place of business located at:

**7125 Bay Dr. East, Apt 407
Miami Beach, FL 33141**

ARTICLE II - PURPOSE

This corporation shall have perpetual existence and it may engage in any and all lawful businesses under the laws of the United States and the State of Florida.

ARTICLE III - CAPITAL STOCK

The corporation is authorized to issue 1,000 shares of common stock of no par value each share.

ARTICLE IV - INITIAL REGISTERED OFFICE

The street address of the Registered Office of this corporation is:

**245 SE 1st Street, Suite 311
Miami, FL 33131**

The name of the initial Registered Agent of this corporation is:

Martti Kalkas

ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be

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TALLAHASSEE
STATE
FLORIDA

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either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The initial directors of this corporation are:

Paulo E de Souza, President
7125 Bay Dr. East, Apt 407
Miami Beach, FL 33141

Lucia Helena Pinheiro, Vice President
7125 Bay Dr. East, Apt 407
Miami Beach, FL 33141

ARTICLE VI - INCORPORATORS

The name of and address of the person signing this article is:

Paulo E de Souza
7125 Bay Dr. East, Apt 407
Miami Beach, FL 33141

ARTICLE VII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officers or directors to the full extent permitted by law.

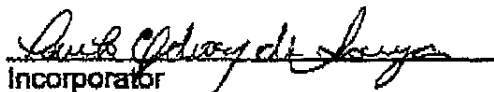
ARTICLE VIII - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

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 director of, or shareholders of this corporation.

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend, or repeal by-laws shall be vested in the Board of Directors and the Shareholders.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 19th day of May 2004.


Incorporator

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**CERTIFICATE DESIGNATING THE ADDRESS AND AN
AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH:

That the Score Soccer School, Inc. desiring to organize under the laws of the State of Florida, which will have its principal office in the County of Miami-Dade State of Florida, has appointed

Martti Kalkas
245 SE 1st Street, Suite 311
Miami, FL 33131

as its agent to accept service of process within the state.

ACKNOWLEDGEMENT:

Having been named by the

Score Soccer School, Inc.

to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in the capacity of Registered Agent for the said corporation, and agree to comply with the applicable provision of the Florida Statutes, this 19th day of May 2004.



Registered Agent

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SECRETARY OF STATE
TALLAHASSEE FLORIDA