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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
05 MAY -6 PM 1:57

RECEIVED
05 APR 28 PM 12:26
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**LAZARUS
CORPORATE FILING SERVICE**

3320 SW 87TH AVENUE

MIAMI, FL 33165 (305) 552-5973

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. MIAMI PRO SOCCER GROUP, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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NEW FILINGS

☒ Profit

☐ Not for Profit

☐ Limited Liability

☐ Domestication

☐ Other

AMENDMENTS

☐ Amendment

☐ Resignation of R.A., Officer/Director

☐ Change of Registered Agent

☐ Dissolution/Withdrawal

☐ Merger

OTHER FILINGS

☐ Annual Report

☐ Fictitious Name

REGISTRATION/QUALIFICATION

☐ Foreign

☐ Limited Partnership

☐ Reinstatement

☐ Trademark

☐ Other

Examiner's Initials



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

April 29, 2005

LAZARUS

SUBJECT: MIAMI PRO SOCCER GROUP, INC.
Ref. Number: W05000021839

RECEIVED
05 MAY - 6 PM 4:03
DEPT. OF STATE
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TALLAHASSEE, FLORIDA

We have received your document for MIAMI PRO SOCCER GROUP, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6067.

Neysa Culligan
Document Specialist
New Filings Section

Letter Number: 605A00030155

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

05 MAY -6 PM 1:58

ARTICLE ONE

NAME

The name of this corporation shall be: **MIAMI PRO SOCCER GROUP, INC.**

ARTICLE TWO

NATURE OF BUSINESS

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

ARTICLE THREE

TERMS OF EXISTENCE

This Corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida.

The date on which corporate existence shall begin is: *May 6*, 2005

Date of Incorporation: *May 6*, 2005

ARTICLE FOUR

MINIMUM CAPITAL

This amount of capital which the Corporation shall begin business, shall not be less than \$500.00 (Five Hundred Dollars) or such greater amount as may be required by laws

ARTICLE FIVE

NUMBER OF DIRECTORS

The stockholders of the Corporation may, from time to time and at any time increase or diminish the size of the Board of Directors of this Corporation, provided that the Corporation shall at all times maintain a minimum of one Director.

ARTICLE SIX

CLASSES OF DIRECTORS

The By-laws of this Corporation may provide that the Directors be divided into two or more classes whose terms of office shall respectively expire at different times, provided that no such term shall continue longer than three (3) years, and provided further that at least one (1/4) in number of the Directors shall be elected annually.

ARTICLE SEVEN

AMENDMENT

This Certificate of Incorporation may be amended in any manner consistent with the laws of the State of Florida.

ARTICLE EIGHT

CAPITAL STOCK

This Corporation is authorized to issue shares of stock as follows:

- A. Designation: The stock of this corporation shall be known as Common Stock.
- B. Authorized: The maximum number of shares of Common Stock that this corporation may issue is 100.
- C. Par Value: Each share of Common Stock shall have the par value of \$5.00.
- D. Consideration: Shares of Common Stock may be issued in exchange for cash, real estate property, labor or service rendered, or any combination of the foregoing. In the absence of fraud in the transaction, the judgment of the Board of Directors as to the value of any such consideration shall be exclusive.
- E. Non-accessibility: Each share of Common Stock shall be issued in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non-assessable.
- F. Voting Rights: Each share of Common Stock entitles the record holder thereof to one upon each proposal presented at meetings of the shareholder of the corporation.
- G. Cumulative Voting: No holder of Common Stock shall be entitled to cumulative voting right(s).

H. Dividend: Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of assets legally available for such purpose.

I. Liquidation Right: Holder(s) of Common Stock are entitled, in the event of the liquidation or dissolution of this Corporation remaining after payment of all corporate debts and obligations.

ARTICLE NINE

SPECIAL VOTING PROVISIONS

The occurrences enumerated in the Articles shall not be authorized, nor shall they have any force or effect, unless assented to in writing by holders of the required percentage of this Corporation's stock entitled to vote at the time of the proposal of any such occurrence, the required percentage shall be as follows:

1. Amendment of this Certificate of Incorporation:
Required Percentage: 51%
2. Sale, lease or exchange of this Corporation's property or assets of this Corporation essential to the business of this corporation:
Required Percentage: 51%
3. Merger or consolidation of this Corporation into or with any other Corporation.
Required Percentage: 51%
4. Voluntary dissolution of this Corporation:
Required Percentage: 51%

PRE-EMPTIVE RIGHTS

No holder of stock of any class of this Corporation shall be entitled as of right to purchase or subscribe for any part of the unissued stock of the Corporation of any class, or of any additional stock of any class to be issued by reason of any increase of the authorized capital stock of the corporation, or bonds certificates of indebtedness, debentures or other securities convertible into, or carrying the right purchase, stock of the Corporation, but any such unissued stock of any class, or such additional authorized issue of new stock or of securities convertible into, or carrying the right to purchase stock may be issued, and disposed of by the Board of Directors to such persons, firms, corporations or associations, and upon such terms as the Board of Directors may in their absolute discretion determine, without offering the stockholders then of record, of any class, any thereof, on the same terms or any terms, all pre-emptive or preferential right of purchase of every kind being waived by each and every stockholder.

ARTICLE TEN
STOCKHOLDERS AND DIRECTORS

The name and address of the stockholders and directors are as follows:

NAME	ADDRESS	OFFICER	SHARES	AMOUNT
			100	\$500.00

ARTICLE ELEVEN
REGISTERED AGENT

The registered agent and registered office of this Corporation shall be: Paul I. Scherman, 848 Brickell Avenue, 4th Floor, Miami, Florida 33131

ARTICLE TWELVE
INDEMNIFICATION

This Corporation shall indemnify any and all of its Directors, Officers, Employees or Agents, or former Directors, Officers or Agents, or any person who may have served at its request as Directors, Officers, Employee or Agent of any corporation, partnership, joint venture, trust or other enterprise in which it owns shares of Capital Stock, or of which it is a creditor, against the expenses, including the cost of any judgment, fines, settlements and council fees, actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative (and any appeals thereof) to which to any such person or his/her legal representative may be made a party, or may be threatened to be made a party, by reason of his alleged acts or omission while being or having been such Director, Officer, Employee or Agent, provided it shall not be determined by a final determination thereof of the merits that such Director, Officer, Employee or Agent was in any substantial way derelict in the performance of duties, or provided, that such action, suit or proceeding shall be settled without a final determination on the merit and it shall be determined that such Director, Officer, Employee or Agent had not in any substantial way been derelict in the performance of this duties as changed therein, such determination to be made by majority of the members of Board of Directors of this Corporation who were not parties to such action, suit or proceeding, though less than quorum, or by any one or more disinterested person to whom the question may be referred by the Board of Directors. The foregoing right of indemnification shall not be exclusive of any rights to which any Directors, Officers, Employee or Agent may be entitled as matter of law or which may be lawfully granted to him.

ARTICLE THIRTEEN

SUBSCRIBER INITIAL DIRECTOR AND
INITIAL PRINCIPAL OFFICE

The undersigned individual, a United States resident, competent to contract, executes this Certificate of Incorporation as its sole subscriber and director until his successors have qualified, following their election or appointment. The street address in Florida is the Principal Office of this Corporation. The Corporation may change its principal office at any time.

Subscriber/Director: Paul I. Scherman

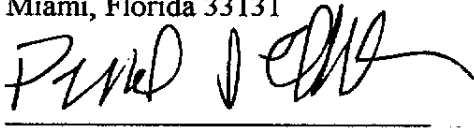
Street Address/Principal Office: 848 Brickell Avenue, 4th Floor, Miami, Florida 33131

In witness thereof, the undersigned subscriber does make, subscribe, acknowledge and file this Certificate for the purpose of a Corporation for Profit under the laws of the State of Florida.

DATED:

Paul Scherman

848 Brickell Avenue, 4th Floor
Miami, Florida 33131



STATE OF FLORIDA
COUNTY OF DADE

Before me, the undersigned authority, personally appeared to me well known and known to me to be the individual described in and who executed the foregoing Certificate of Incorporation, and who acknowledged before me that the same was executed for the purpose therein expressed.

IN WITNESS THEREOF, I have hereunto affixed my hand and official seal at Miami, Florida.

Dated:

Notary Public

My Commission Expires:

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

The pursuant of Chapter 48.091, Florida Statutes the following is submitted in compliance with
said Act:

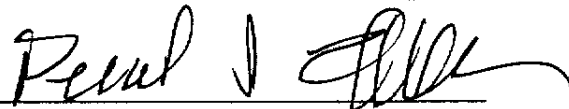
That: MIAMI PRO SOCCER GROUP, INC.

Desiring to organize under the laws of the State of Florida, with its principal office, as indicated
in the Articles of Incorporation, in the City of Miami, County of Dade, State of Florida, has
named:

PAUL SCHERMAN

as its agent to accept service of process with this State.

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

By: 

Paul Scherman
RESIDENT AGENT

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
05 MAY -6 PM 1:58