

**P05000095451**

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**FLORIDA PROFIT CORPORATION OR P.A.**

**gm sport america corporation**

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

July 6, 2005

EMPIRE CORPORATE KIT COMPANY

SUBJECT: GM SPORT AMERICA CORPORATION  
REF: W05000032505

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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(6)

ARTICLES OF INCORPORATION

OF

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

GM SPORT AMERICA CORPORATION

The undersigned incorporator hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

ARTICLE I

Name and Principal Office of Corporation

The name of this Corporation shall be GM SPORT AMERICA CORPORATION. The initial mailing address of the Corporation shall be 560 Ridgewood Road, Key Biscayne, Florida 33149.

ARTICLE II

Purpose and Nature of Business

The general nature of the business and activities to be transacted and carried on by this Corporation is to transact all lawful business for which corporations may be incorporated under the Florida Business Corporations Act, as hereafter amended and supplemented, and any successor statute thereto, as thereafter amended and supplemented.

The general purposes specified in the foregoing clauses of this Article shall, unless expressly limited, not be limited or restricted by reference to, or inference from, any provisions in this, or any other Article of these Articles of Incorporation, shall be regarded as independent purposes and shall be construed as powers as well as purposes.

ARTICLE III

Capital Stock

The total authorized capital stock of the Corporation shall be 1,000,000 shares of Common Stock, par value \$0.01 per share.

ARTICLE IV

Incorporator

The name and street address of the Incorporator of this Corporation is as follows:

Santiago J. Padilla, P.A.  
1001 Brickell Bay Drive, Suite 1704  
Miami, Florida 33131

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ARTICLE V  
Term of Corporate Existence

The Corporation shall commence its existence on the date hereof and shall have perpetual existence, unless dissolved according to law.

ARTICLE VI  
Address of Registered Office and Registered Agent

The street address of the initial Registered Office of this Corporation in the State of Florida shall be 1001 Brickell Bay Drive, Suite 1704, Miami, Florida 33149 and the name of the initial Registered Agent of the Corporation at the above address shall be Santiago J. Padilla, P.A. The Board of Directors may from time to time move the office to any other address in the State of Florida and change the Registered Agent.

ARTICLE VII  
Number of Directors

The business of this Corporation shall be managed by a Board of Directors consisting of not fewer than one (1) but not more than three (3) persons, the exact number to be determined from time to time in accordance with the By Laws, and until such time as the By Laws have been adopted, the Board of Directors shall consist of one person.

ARTICLE VIII  
Initial Board of Directors

The names and street address of the members of the initial Board of Directors of this Corporation, who shall hold office indefinitely, is as follows:

Enrique Gabriel Macaya  
Avenida Pedro Goyena 1483/85  
Piso 10, Dept. "A"  
Buenos Aires, Argentina

ARTICLE IX  
By Laws

The Board of Directors shall adopt By Laws for the Corporation. The By Laws may be amended, altered or repealed by the shareholders or directors in any manner permitted by the By Laws.

ARTICLE X  
Financial Information

The Corporation shall not be required to file a balance sheet and a profit and loss statement in its registered office. This provision shall be deemed to have been ratified by

the shareholders each fiscal year hereafter unless a resolution to the contrary has been adopted by the shareholders not later than four (4) months after the close of such year.

ARTICLE XI  
Amendment


These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this the 6 day of July 2005.

Attest:

  
Santiago J. Padilla,  
Secretary of Incorporator

SANTIAGO J. PADILLA, P.A.

By:   
Santiago J. Padilla,  
President of Incorporator

Santiago J. Padilla, P.A.  
1001 Brickell Bay Drive, Suite 1704  
Miami, Florida 33131

CERTIFICATE DESIGNATING REGISTERED AGENT  
AND REGISTERED OFFICE

In compliance with Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

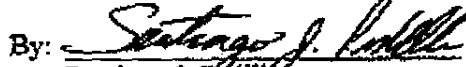
GM SPORT AMERICA CORPORATION, desiring to organize as a corporation under the laws of the State of Florida, has designated 1001 Brickell Bay Drive, Suite 1704, Miami, Florida 33131 as its initial Registered Office and has named Santiago J. Padilla, P.A., with a business office located at said address, as its initial Registered Agent.

Date: July 6, 2005

Attest:

  
Santiago J. Padilla,  
Secretary of Incorporator

SANTIAGO J. PADILLA, P.A.

By:   
Santiago J. Padilla,  
President of Incorporator

Santiago J. Padilla, P.A.  
1001 Brickell Bay Drive, Suite 1704  
Miami, Florida 33131

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## ACKNOWLEDGEMENT OF REGISTERED AGENT

OF

## GM SPORT AMERICA CORPORATION

Having been named as Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said office. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the obligations of the undersigned's position as registered agent.

Date: July 6, 2005

Attest:

Santiago J. Padilla  
Santiago J. Padilla,  
Secretary of Registered Agent

SANTIAGO J. PADILLA, P.A.

By: Santiago J. Padilla  
Santiago J. Padilla,  
President of Registered Agent

Santiago J. Padilla, P.A.  
1001 Brickell Bay Drive, Suite 1704  
Miami, Florida 33131

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