

**P07000048871**

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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**SANTA MONICA SPORTS USA INC.**

Certificate of Status	0
Certified Copy	1
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**ARTICLES OF INCORPORATION  
OF  
SANTA MONICA SPORTS USA INC.**

The undersigned, acting as incorporator of SANTA MONICA SPORTS USA INC. under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

**ARTICLE I. NAME**

The name of the corporation is SANTA MONICA SPORTS USA INC. (the "Corporation").

**ARTICLE II. ADDRESS**

The principal address of the Corporation is:

Las Rozas, Calle Playa de las Americas, n°2, 2ª  
Madrid, Spain 28230

The mailing address of the Corporation is:

701 Brickell Avenue  
Suite 3000  
Miami, Florida 33131

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**ARTICLE III. COMMENCEMENT OF EXISTENCE**

The existence of the Corporation will commence on the date of filing of these Articles of Incorporation.

**ARTICLE IV. PURPOSE**

The Corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

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**ARTICLE V. AUTHORIZED SHARES**

The maximum number of shares that the Corporation is authorized to have outstanding at any time is 10,000 shares of common stock having \$0.01 par value per share.

**ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is 701 Brickell Ave., Suite 3000, Miami, Florida 33131 and the name of the Corporation's initial registered agent at that address is Intrastate Registered Agent Corporation.

**ARTICLE VII. INCORPORATOR**

The name and street address of the incorporator is:

Victor Perez  
701 Brickell Avenue  
Suite 3000  
Miami, Florida 33131

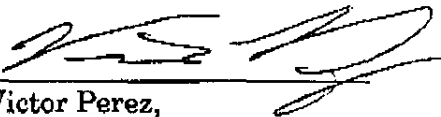
**ARTICLE VIII. BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

**ARTICLE IX. AMENDMENTS**

The Corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation on the 20th day of April, 2007.

  
Victor Perez,  
Sole Incorporator

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

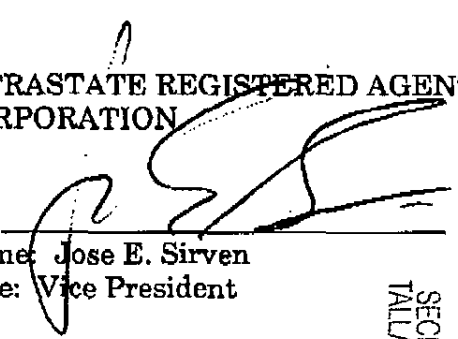
That SANTA MONICA SPORTS USA INC. desiring to organize under the laws of the State of Florida with its initial registered office as indicated in the Articles of Incorporation at 701 Brickell Ave., Suite 3000, Miami, Florida 33131 has named Intrastate Registered Agent Corporation as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the Corporation named above, at the place designated in this certificate, the undersigned agrees to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and is familiar with, and accepts, the obligations of that position.

Dated this 20th day of April, 2007.

**INTRASTATE REGISTERED AGENT  
CORPORATION**

By:   
Name: Jose E. Sirven  
Title: Vice President

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