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FLORIDA PROFIT/NON PROFIT CORPORATION

ERIK SPOELSTRA COACHING, INC.

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September 23, 2008

FLORIDA DEPARTMENT OF STATE
Division of Corporations

BILZIN SUMBERG BAENA PRICE & AXELROD LLP

SUBJECT: ERIK SPOELSTRA COACHING, INC.
REF: W08000044048

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.

The registered agent must sign accepting the designation.

If you have any further questions concerning your document, please call (850) 245-6929.

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FAX Aud. #: H08000220408
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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ERIK SPOELSTRA COACHING, INC.

ARTICLE I - NAME

The name of this corporation is ERIK SPOELSTRA COACHING, INC. (the "Corporation").

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation are:

1001 Brickell Bay Drive
Suite 1400
Miami, Florida 33131

ARTICLE III - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have authority to issue is One Hundred (100) shares of common stock, each share having a par value of \$0.01.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is:

1001 Brickell Bay Drive
Suite 1400
Miami, Florida 33131

and the name and address of the initial registered agent of the Corporation are:

Barry Gould
Mallah Furman and Company, P.A.
1001 Brickell Bay Drive
Suite 1400
Miami, Florida 33131

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ARTICLE VI – COMMENCEMENT

The Corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State of Florida.

ARTICLE VII – INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall be comprised of one (1) director. The number of directors may be either increased or decreased from time to time as provided for in the Bylaws of the Corporation, but shall never be less than one. The name and address of the initial directors of this corporation are:

<u>Name</u>	<u>Address</u>
Erick J. Spoelstra	1001 Brickell Bay Drive, Suite 1400 Miami, Florida 33131

ARTICLE VIII – INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator are:

Erik J. Spoelstra
1001 Brickell Bay Drive
Suite 1400
Miami, Florida 33131

ARTICLE IX – BYLAWS

The power to alter, amend or repeal the Bylaws of the Corporation shall be vested in each of the Board of Directors and the shareholders of the Corporation. The shareholders of the Corporation may amend or adopt a bylaw that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by law.

ARTICLE X – INDEMNIFICATION

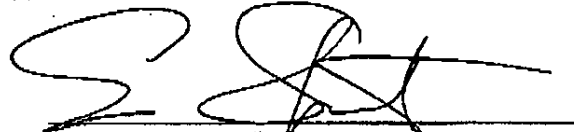
The Corporation shall indemnify any officer, director or incorporator, or any former officer, director or incorporator, of the Corporation to the fullest extent permitted bylaws.

ARTICLE XI – AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as incorporator thereof and in acceptance of his appointment as registered agent therein as of the 19th day of September, 2008.

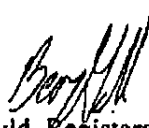


Erik J. Spoelstra, Incorporator

**ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT**

The undersigned, who has been designated in the foregoing Articles of Incorporation as registered agent for the Corporation, agrees that (i) he accepts such appointment as registered agent and will accept service of process for and on behalf of said Corporation, and (ii) he is familiar with and will comply with any and all laws relating to the complete and proper performance of the duties and obligations of a registered agent of a Florida corporation.

Dated: as of September 19, 2008.



Barry Gould, Registered Agent

TAX ADVICE DISCLOSURE

Pursuant to Internal Revenue Service Circular 230, we are required to advise you that if there is any tax advice contained herein, it is not intended to be used, and cannot be used, by the addressee or any taxpayer, for the purpose of avoiding penalties that may be imposed under the Internal Revenue Code.

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