

PO9000057632

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H09000158022 3)))



H090001580223ABC.

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:
Division of Corporations
Fax Number : (850) 617-6381

22202
CRIS CHIVALE

From:
Account Name : JAM MARK LIMITED
Account Number : I20000000112
Phone : (305) 789-7758
Fax Number : (305) 789-7799

16459
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

09 JUL - 6 AM 11:24

APPROVED
AND
FILED

FLORIDA PROFIT/NON PROFIT CORPORATION

American Soccer Leagues, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

09 JUL - 6 PM 4:57
RECEIVED
DEPARTMENT OF STATE

Electronic Filing Menu

Corporate Filing Menu

Help

VH

APPROVED
AND
FILED

09 JUL -6 AM 11:26

(H090001580223)
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
AMERICAN SOCCER LEAGUES, INC.**

The undersigned, acting as incorporator of American Soccer Leagues, Inc. under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is American Soccer Leagues, Inc..

ARTICLE II. ADDRESS

The street address of the initial principal office of the corporation is:

501 Brickell Key Drive
Suite 407
Miami, FL 33131

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence upon the 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.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares of all classes of capital stock of the Corporation which the Corporation shall have the authority to issue is 10,000, of which (a) 6,000 shares having a par value of \$0.01 per share shall be designated as Common Stock and (b) 4,000 shares having a par value of \$0.01 per share shall be designated as Preferred Stock.

Shares of Preferred Stock may be issued from time to time in one or more series. The board of directors is authorized to fix the number of shares in each series, their designation and the relative rights, preferences and limitations of each series, and specifically, the board of directors is authorized to fix with respect to

(H090001580223)

(H09000158022 3)

each series (a) the dividend rate; (b) redeemable features, if any; (c) rights upon liquidation; (d) whether or not the shares of such series shall be subject to a purchase, retirement or sinking fund provision; (e) whether or not the shares of such series shall be convertible into or exchangeable for shares of any other class and, if so, the rate of conversion or exchange; (f) restrictions, if any, upon the payment of dividends on Common Stock; (g) restrictions, if any, upon the creation of indebtedness; (h) voting powers, if any; and (i) such other rights, preferences and limitations as shall not be inconsistent with the laws of the State of Florida.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 501 Brickell Key Drive, Suite 407, Miami, FL 33131, and the name of the corporation's initial registered agent at that address is Aaron Davidson.

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator are:

Bruce Jay Colan
Holland & Knight LLP
701 Brickell Avenue, Suite 3000
Miami, FL 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. CONFLICTS WITH SHAREHOLDERS' AGREEMENT

In the event of any conflict between the provisions of these Articles of Incorporation and any shareholders' or other agreement entered into by the owners of all of the issued and outstanding shares of the corporation's capital stock of their predecessors in ownership, as among the shareholders, the provisions of such shareholders' agreement shall take precedence.

(H09000158022 3)

ARTICLE X. INDEMNIFICATION

Any person, his or her heirs, or personal representative, made, or threatened to be made, a party to any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative or investigative, because he or she is or was a director, officer, employee or agent of the corporation or serves or served any other corporation or other enterprise in any capacity at the request of the corporation, shall be indemnified by the corporation, and the corporation shall advance his or her related expenses to the fullest extent permitted by Florida law.

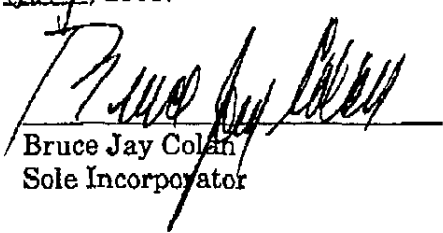
ARTICLE XI. SHAREHOLDERS' AGREEMENT

In the event of any conflict between the provisions of these Articles of Incorporation and any shareholders' agreement, whether existing now or in the future, entered into by the owners of all of the issued and outstanding shares of the Corporation's capital stock or their predecessors in ownership, as among the shareholders, the provisions of the shareholders' agreement shall take precedence.

ARTICLE XII. 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 this 6th day of July, 2009.


Bruce Jay Cohen
Sole Incorporator

(H09000158022 3)

APPROVED
AND
FILED

09 JUL -6 AM 11:24

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(H09000158022 3)

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

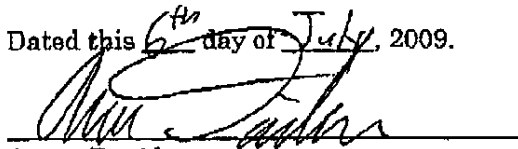
Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That American Soccer Leagues, 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 501 Brickell Key Drive, Suite 407, Miami, FL 33131, has named Aaron Davidson 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 6th day of July, 2009.



Aaron Davidson

6382772_v2

(H09000158022 3)