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PEREZ-ABREU, ZAMORA & HILLMAN-WALLER

PROFESSIONAL ASSOCIATION

BOITE 502

500 Ponce de Leon Boulevard

Coral Gables, Florida 33134

JAVIER PEREZ-ABREU
CERTIFIED FAMILY MEDIATOR
ENRIQUE ZAMORA
LOUIS M. HILLMAN-WALLER
CERTIFIED CIVIL MEDIATOR

TELEPHONE (305) 443-8704
FAX (305) 443-8864

January 18, 1995

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: 40/40 SPORTS COUNCIL, INC.

100001385061
-01/20/95--01033--007
****122.50 ****122.50

Dear Sir/Madam:

Enclosed herewith is the Articles of Incorporation of 40/40 SPORTS COUNCIL, INC., and a check in the amount of \$122.50 as filing fee.

I would appreciate the process of this charter as prompt as possible, and that a processed copy be forwarded to me using the enclosed envelope. If, for any reason, if charters cannot be issued for the proposed corporation, please contact the undersigned.

Very truly yours,

PEREZ-ABREU, ZAMORA, &
HILLMAN-WALLER, P.A.

By:


Louis M. Hillman-Waller, Esq.

LMHW/ig
Enc.

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FILED

SECRETARY OF STATE

AM 1-19-95

ARTICLES OF INCORPORATION
OF
40/40 SPORTS COUNCIL, INC.

ARTICLE I.

CORPORATE NAME

The name of this Corporation shall be:

40/40 SPORTS COUNCIL, INC.

The permanent and mailing address of the corporation shall be:

901 Ponce de Leon Blvd., Ste. 502
Coral Gables, Florida 33134

ARTICLE II.

NATURE OF CORPORATE BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

ARTICLE III.

CAPITAL STOCK

This Corporation is authorized to issue a maximum of One Thousand (1,000) Shares of Stock. The Shares of Stock authorized shall be common stock having a par value of one (\$1.00) DOLLAR per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV.

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

Louis Manuel Hillman-Waller, Esq.
901 Ponce de Leon Blvd., Ste. 502
Coral Gables, Florida 33134

ARTICLE V.

BOARD OF DIRECTORS

The number of Directors may be altered from time to time by by-laws adopted by the Stockholders. However, the Corporation shall have no less than one (1) Director at any time.

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ARTICLE VI.

INITIAL BOARD OF DIRECTORS

The name and post office address of the initial member(s) of the initial Board of Directors is/are:

<u>Name</u>	<u>Address</u>
Jose Canseco, Jr.	901 Ponce de Leon Blvd, Ste. #502 Coral Gables, Florida 33134

The members of the first Board of Directors shall hold office until the first annual meeting of Stockholders of the Corporation.

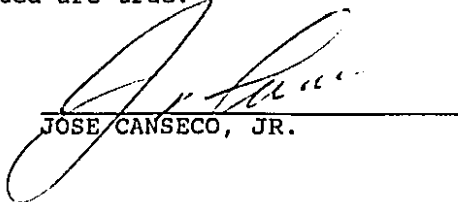
ARTICLE VII.

INCORPORATOR

The name and post office address of the Incorporator(s) executing these Articles of Incorporation is/are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Jose Canseco, Jr.	901 Ponce de Leon Blvd. Suite 502 Coral Gables, Florida 33134

The undersigned Incorporator(s), for the purpose of forming a Corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated are true.


JOSE CANSECO, JR.

STATE OF FLORIDA]

COUNTY OF DADE] SS.:

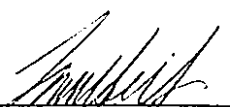
The foregoing instrument was acknowledged by me this 18th day of January, 1995, by Jose Canseco, Jr. who is personally known to me or who has produced a N/A as identification and who did take an oath.




NOTARY PUBLIC

My Commission Expires:

The undersigned hereby accepts the foregoing designation as initial Registered Agent and agrees to comply with the provisions of law applicable to said designation.


LOUIS M. HILLMAN-WALLER

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SECRETARY OF STATE
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PEREZ-ABREU, ZAMORA & HILLMAN-WALLER

PROFESSIONAL ASSOCIATION

SUITE 502

901 PONCE DE LEON BOULEVARD
CORAL GABLES, FLORIDA 33134

JAVIER PEREZ-ABREU
CERTIFIED FAMILY MEDIATOR
ENRIQUE ZAMORA
LOUIS M. HILLMAN-WALLER
CERTIFIED CIVIL MEDIATOR

THOMAS J. GILLESPIE
ANA MARTIN LAVIELLE
CERTIFIED FAMILY MEDIATOR

TELEPHONE (305) 443-8794
FACSIMILE (305) 443-8864

July 12, 1995

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: 40/40 SPORTS COUNCIL, INC.

Dear Sir/Madam:

Enclosed herewith is the Articles of Amendment to Articles of Incorporation of 40/40 Sports Council, Inc., and a check in the amount of \$35.00 representing filing fee.

Should you have any questions please do not hesitate to contact me.

Very truly yours,

PEREZ-ABREU, ZAMORA, &
HILLMAN-WALLER, P.A.

By:

LOUIS M. HILLMAN-WALLER, ESQ.

LMHW/IG
Enc.

SEP 14 1995

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
40/40 SPORTS COUNCIL, INC.

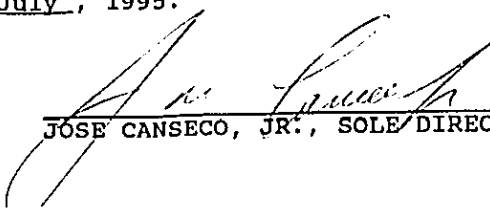
1. Article I of the Articles of Incorporation of 40/40 Sports Council, Inc. is amended to read as follows:

ARTICLE I - NAME

The name of this corporation shall be:
Jose Canseco, Inc.

2. The foregoing Amendment was adopted by the directors of this corporation on the 14th day of July, 1995. Shareholder action was not required.

IN WITNESS WHEREOF, the undersigned sole director and incorporator of this corporation have executed these Articles of Amendment this 14th day of July, 1995.


JOSE CANSECO, JR., SOLE DIRECTOR

STATE OF FLORIDA]
COUNTY OF DADE] SS:

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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The foregoing instrument was acknowledged by me this 14th day of July, 1995, by Jose Canseco, Jr., as Sole Director of 40/40 Sports Council, Inc., who is personally known to me or who has produced a n/a as identification and who did take an oath.


Notary Public

My Commission Expires:

