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PEREZ-ABREU, ZAMORA & HILLMAN-WALLER

PROFESSIONAL ASSOCIATION

SUITE 802

401 PONT 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 8804

January 18, 1995

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

RE: 40/40, INC.

Dear Sir/Madam:

Enclosed herewith is the Articles of Incorporation of 40/40, 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.

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-01/20/95--01033--008
****122.50 ****122.50

By: *Louis M. Hillman-Waller*
Louis M. Hillman-Waller, Esq.

LMHW/ig
Enc.

FILED
SECRETARY OF STATE
JAN 19 1995
TALLAHASSEE, FL

ARTICLES OF INCORPORATION

OF

40/40, INC.

ARTICLE I.

CORPORATE NAME

The name of this Corporation shall be:

40/40, 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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
55 JAN 19 PM 12:53

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.

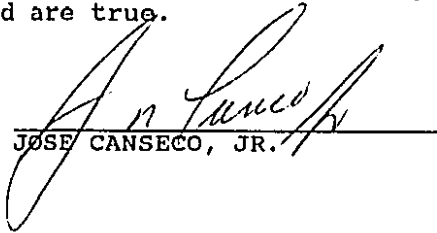
ARTICLE VII.

INCORPORATOR

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

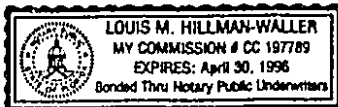
<u>NAME</u>	<u>ADDRESS</u>
Jose Canseco, Jr.	901 Ponce de Leon Blvd. Suite 502 Coral Gables, Florida 33134

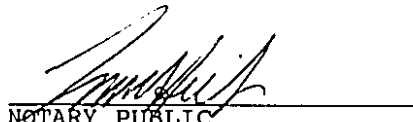
The undersigned Incorporator(s), for the purpose of forming a Corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated are true.


JOSE CANSECO, JR.

STATE OF FLORIDA]
COUNTY OF DADE] SS.:

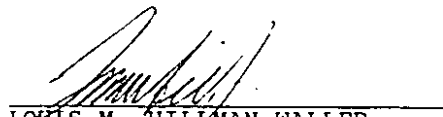
The foregoing instrument was acknowledged by me this 15th day of January, 1995, by Jose Canseco, Jr. who is personally known to me or who has produced a N/A as identification and who did take an oath.




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

53 JAN 19 PM 12:53
FILED
CLERK OF DISTRICT COURT
JAN 19 1995

P95000006065

PEREZ-ABREU, ZAMORA & HILLMAN-WALLER

PROFESSIONAL ASSOCIATION

SUITE 802

801 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) 443-8854

July 12, 1995

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

200001582642
-09/12/95--01073--007
*****35.00 *****35.00

RE: 40/40 SPORTS COUNCIL, INC.

Dear Sir/Madam:

Enclosed herewith is the Articles of Dissolution of 40/40, 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.

Wold's

VS SEP 18 1995

ARTICLES OF DISSOLUTION
OF
40/40, INC.

FILED
95 SEP 11 AM 9:20
CLERK OF CIRCUIT COURT
STATE OF FLORIDA

I. The name of this Corporation is 40/40, Inc. which was duly incorporated on January 19, 1995 by the State of Florida.

II. The name and post office address of each of the directors of the Corporation are as follows:

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

III. All debts, obligations and liabilities of this Corporation have been paid or discharged.

IV. There are no remaining assets or property for distribution to the shareholders.

V. There are no actions pending against the Corporation.

VII. The Corporation has elected to dissolve the Corporation pursuant to a special meeting of directors and shareholders was executed by its sole director and shareholder. A true copy of the minutes of of the special meeting of the directors and shareholders with the resolution to adopt a plan of corporate liquidation and the waiver of notice, are hereby incorporated by reference as Exhibit "A".

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution on the 14th day of July, 1995 in Dade County, Florida.

BY: *[Signature]*

Sole Director/Incorporator

ATTEST:

Secretary

STATE OF FLORIDA
COUNTY OF DADE

Before me personally appeared Jose Canseco, Jr., known to me and known by me to be the persons who executed the foregoing Articles of Dissolution, and have acknowledged before me that they executed these Articles of Dissolution of 40/40, Inc., on behalf of the Corporation.

[Signature]
NOTARY PUBLIC

My Commission Expires:



MINUTES OF SPECIAL MEETING
OF THE BOARD OF DIRECTORS
OF
40/40 Inc.

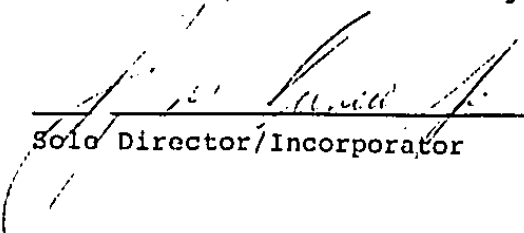
The special meeting of the Board of Directors of the above-captioned Corporation was held on the date, time and at the place set forth in the written waiver of notice signed by all the Directors, fixing such time and place, and prefixed to the minutes of this meeting.

The meeting was called to order by the President and a resolution to dissolve the corporation was presented to the meeting. After discussion, upon motion duly made, seconded and carried, it was

RESOLVED, That Jose Canseco, Jr. as sole director and incorporator is hereby authorized to have prepared and to execute Articles of Dissolution to wind up the affairs of the corporation and dissolve the corporation.

RESOLVED, that the President and such other officers as he may designate are hereby authorized, empowered and directed to take any and all action necessary or desirable to effectuate the dissolution of the corporation.

There being no further business to come before the meeting, upon motion duly made, seconded and carried, the same was adjourned.



Sole Director/Incorporator

APPROVED:

Sole Director/Incorporator

WAIVER OF NOTICE OF SPECIAL MEETING

OF THE

BOARD OF DIRECTORS

OF

40/40, Inc.

WE, the undersigned, being all of the Directors of the Corporation, hereby agree and consent that a special meeting of the Board of Directors of the Corporation be held on the date and time and at the place designated hereunder, and do hereby waive all notice whatsoever of such meeting and of any adjournment or adjournments thereof.

We do further agree and consent that any and all lawful business may be transacted at such meeting or at any adjournment or adjournments thereof as may be deemed advisable by the Directors present thereat. Any business transacted at such meeting or at any adjournment or adjournments thereof shall be valid and legal and of the same force and effect as if such meeting or adjournment meeting were held after notice.

Place of Meeting: Coral Gables, FL

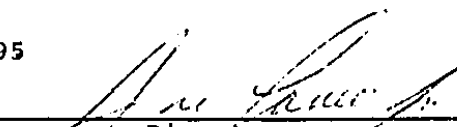
Date of Meeting: July 14, 1995

Time of Meeting: 10:00 a.m.

Purpose of Meeting: To resolve and vote on dissolving the corporation.

Dated: July 14

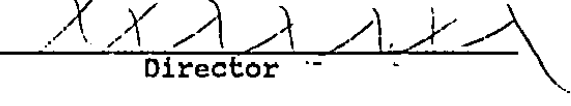
, 1995



Director



Director



Director