

LAW OFFICES
MOSHER AND SCHNEIDER, P.A.

100 NORTH BRIDGE AVENUE
5th FLOOR, FLAGER DRIVE
WEST PALM BEACH, FLORIDA 33411
(407) 833-0000 • TELETYPE 833-0005

EDGAR M. MOSHER
(IN FLORIDA)
EDITH A. SCHNEIDER
(IN FLORIDA)
JOHN C. SCHNEIDER
(DOOR HONORARY)
JOHN C. SCHNEIDER

February 13, 1990

Re: Allstars School of Baseball, Inc.

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32399

Federal Express

1 FEBRUARY 1990 11:11
TALLAHASSEE, FLORIDA 32399
*****20,000 *****20,000

Gentlemen:

Enclosed are the following documents for the formation of the above-named corporation:

1. Articles of Incorporation (signed by the Registered Agent);
2. Copy of Articles;
3. Draft for \$70.00 for each filing; and
4. Self-addressed return envelope.

Please arrange for the filing of the Articles of Incorporation and return the copy (to be certified by your Department) in the enclosed self-addressed envelope.

Thank you in advance for your assistance and cooperation. Please call me collect if you have any questions or if there are any problems in reference to the formation of this corporation.

Very truly yours,

John C. Schneider
John C. Schneider

JCS:pg
Enclosures

FILED
95 JAN 31 AM 8:06
TALLAHASSEE, FLORIDA

72/3

ARTICLES OF INCORPORATION
OF
ALLSTARS SCHOOL OF BASEBALL, INC.

FILED
95 JAN 31 AM 8:06
TALLAHASSEE, FLORIDA

The undersigned Incorporator hereby adopts the following Articles of Incorporation for the purpose of forming a corporation pursuant to the Florida Business Corporation Act.

ARTICLE I

Name

The name of the Corporation ("Corporation") shall be:

ALLSTARS SCHOOL OF BASEBALL, INC.

ARTICLE II

Address of Principal Office

The principal place of business and mailing address of the Corporation shall be:

Allstars School of Baseball, Inc.
c/o Mosher and Schneider, P.A.
515 North Flagler Drive, P-300
West Palm Beach, FL 33401

ARTICLE III

Purpose

This Corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

Duration

This Corporation shall have perpetual existence.

ARTICLE V

Shares

The number of shares that this Corporation is authorized to have outstanding at any one time is 10,000, each with a par value of One Dollar (\$1.00).

ARTICLE VI

Registered Agent

The street address of the Corporation's initial registered office and the name of its initial Registered Agent at that address are as follows:

John C. Schneider, Esquire
Mosher and Schneider, P.A.
300 Northbridge Pavilion
515 North Flagler Drive
West Palm Beach, FL 33401

ARTICLE VII

Board of Directors

The name and address of the individual who shall serve as the initial Director of the Corporation are as follows:

Carlos Ponce	590 Kingsbury Court West Palm Beach, FL 33414
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Rossana Ponce	590 Kingsbury Court West Palm Beach, FL 33414
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A Director is not required to be a resident of the State of Florida or a Shareholder of the Corporation.

ARTICLE VIII

Incorporator

The name and street address of the Incorporator named in these Articles of Incorporation are:

John C. Schneider, Esquire
Mosher and Schneider, P.A.
300 Northbridge Pavilion
515 North Flagler Drive
West Palm Beach, FL 33401

IN WITNESS WHEREOF, these Articles of Incorporation have been executed by the Incorporator this 27th day of January, 1995.

John C. Schneider
Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 27th day of January, 1995 by John C. Schneider, who is personally known to me and who did not take an oath.

Patricia A. Gerringer
Patricia A. Gerringer
Notary Public
State and County Aforesaid

My Commission Expires:



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: ALLSTARS SCHOOL OF BASEBALL, INC.
2. The name and address of the registered agent and office are:

John C. Schneider, Esquire
Mosher and Schneider, P.A.
300 Northbridge Pavilion
515 North Flagler Drive
West Palm Beach, FL 33401

Signature

John C. Schneider

Title

Incorporator

Date

January 27, 1995

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature

John C. Schneider

Date

January 27, 1995

FILED
95 JAN 31 AM 8:06
CLERK OF COURT
STATE OF FLORIDA

P95000009869

LAW OFFICES
MOSIER AND SCHNEIDER, P.A.

100 NORTH BRIDGE AVENUE
SUITE 200
WEST PALM BEACH, FLORIDA 33411
(407) 833-1111

EDWARD S. MOSIER
JAMES S. MOSIER
EDWARD MOSIER SCHNEIDER
(JAMES S. MOSIER)
GEORGE A. SCHNEIDER
(JAMES S. MOSIER)
JOHN C. SCHNEIDER

March 1, 1995

Re: Allstars School of Baseball, Inc.
Charter Number: P95000009869

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32399

Federal Express

Gentlemen:

Enclosed are the following items in reference to the amendment of the above-named corporation's name:

1. Articles of Amendment signed by the President;
2. Copy of the Articles of Amendment;
3. Draft for \$35.00 for filing fee; and
4. Self-addressed return envelope.

Please arrange for the filing of the Articles of Amendment and return the copy (to be certified by your Department) in the enclosed self-addressed envelope.

Thank you in advance for your assistance and cooperation. Please feel free to call me collect if you have any questions or if there are any problems in reference to the amendment.

Very truly yours,

John C. Schneider
John C. Schneider

JCS:pg
Enclosures

SECRET
DIVISION OF CORPORATIONS
95 HAR -2 AM 10:37

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
ALLSTARS SCHOOL OF BASEBALL, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 HAR -2 AM 10:37

Pursuant to the provisions of Chapter 607, Florida Statutes, the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation, filed January 31, 1995, under document number P95000009869:

1. The name of the corporation is: ALLSTARS SCHOOL OF BASEBALL, INC.

2. Article I of the Articles of Incorporation is amended to change the corporate name from ALLSTARS SCHOOL OF BASEBALL, INC. to ALL STARS SCHOOL OF BASEBALL, INC.

3. The amendment was adopted on February 1, 1995 by the sole shareholder, Carlos Ponce.

DATED: February 10, 1995

ALLSTARS SCHOOL OF BASEBALL, INC.

By: Carlos Ponce
CARLOS PONCE, President and
as Sole Shareholder

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 27 day of February, 1995 by Carlos Ponce, individually, as sole Shareholder and as President of ALLSTARS SCHOOL OF BASEBALL, INC. who is personally known to me or has produced Driver's License as identification.

(SEAL)

Kenneth C. Williams
Notary Public, State of Florida
My Commission Expires:

