

**P95000026974**

TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399  
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY  
1492 W FLAGLER ST  
SUITE 200  
MIAMI FL 33135-  
CONTACT: RAY STORMONT  
PHONE: (305) 541-3694  
FAX: (305) 541-3770

NAME: FLANKS SOCCER CORPORATION  
FAX AUDIT NUMBER: H95000003871  
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**ARTICLES OF INCORPORATION****OF****FLANKS SOCCER CORPORATION**

The undersigned, in order to form a corporation for the purpose hereinafter stated, under and pursuant to the General Corporation Act of the State of Florida, do hereby certify as follows.

**ARTICLE I****NAME**

The name of this corporation is: **FLANKS SOCCER CORPORATION**

**ARTICLE II****PURPOSE**

The general nature of the business to be transacted by this corporation shall be:

A) *Administrative Consulting including team coaching, player development, program development, soccer instruction and summer camps.*

B) To purchase, exchange, hire, or otherwise acquire such personal property, chattels, rights, easements, permits, privileges and franchises as may lawfully be purchased, exchanged, hired, or acquired.

**JOHN M. MACDANIEL, P.A.**  
**ONE BISCAYNE TOWER, SUITE 2975**  
**TWO SOUTH BISCAYNE BLVD.**  
**MIAMI, FLORIDA 33131**  
**FLORIDA BAR # 200832 / (305) 374-0700**

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FLORIDA

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c) To erect, construct, maintain, improve, rebuild, enlarge, alter, manage, and control directly or through ownership of stock in any corporation, any and all kinds of buildings, houses, hotels, bungalows, stores, offices, warehouses, mill, shops, factories, machinery and plants, and any and all structures and erections which may at any time necessary, useful, or advantageous in the judgment of the Board of Directors, for the purpose of the Corporation, and which can lawfully be done.

d) To sell, manage, improve, develop, assign, transfer, convey, lease, sublease, pledge or otherwise encumber the lands,

e) To borrow money with or without pledge of or mortgage on all or any of its property, real or personal, as security and to loan and advance money upon mortgages on personal or real property or on either of them.

f) To buy, sell, and deal in, with or without guarantee of payment thereof, bonds and mortgages and other like securities and other kinds of property, whether real or personal, not prohibited or specifically excepted by law, and to do and prosecute any facts or things incidents to or proper in connection with the carrying on of the business of the corporation.

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g) To purchase, acquire, hold, sell, assign, transfer, mortgage, pledge, and otherwise dispose of the shares of capital stock, bonds, debentures, or other evidence of indebtedness of any corporation, domestic or foreign, and while the holder thereof, to exercise all the rights and privileges of ownership, including the right to vote thereon, and to issue in exchange therefore its own

stock, bonds, and other obligations.

H) To purchase or otherwise acquire, undertake, carry on, improve or develop all or any of the business, good will, rights, assets or liabilities of any person, firm, association or corporation carrying on any kind of business the same as or of a similar nature to that which this corporation is authorized to carry on, pursuant to the provisions of these Articles of Incorporation.

I) To all such acts and things as are incident or conducive to the premises.

J) This Corporation shall have the power conduct its business in all its branches in the State of Florida, or in any other State or States or territories of the United States, or in the District of Columbia, and the dependancies of the United States of in foreign countries, and ultimately to do all acts and things and to exercise all the powers now or hereafter authorized by law necessary to carry on the business of said corporation, or to promote any of the subjects or objects for which the corporation is formed.

K) The foregoing enumeration of any or all or a combination of either of the specific powers lettered a) through j) both inclusive, shall not be held to limit or restrict in any manner the general powers of the corporation and therefore, the corporation may engage in any lawful act or activity for which corporations may be organized under the General Corporation Act of the State of Florida.

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**ARTICLE III**

**DURATION**

This Corporation shall have perpetual existence.

**ARTICLE IV**

**CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to issue at any time is 100 shares, \$1.00 par value.

All the aforementioned stock is to be issued as fully paid for and exempt from assessment.

The capital stock may be paid for in money, property, labor or services actually performed for the corporation, at just valuation to be fixed by the stockholders or by the Directors at a meeting called for such purposes.

**ARTICLE V**

**REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is *One Biscayne Tower, Suite 2975, Two South Biscayne Boulevard, Miami, Florida 33131* and the name of the initial registered agent of this corporation at that address is *John M. MacDaniel, Esquire.*

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**ARTICLE VI****BOARD OF DIRECTORS**

This corporation shall have NO Director initially. The number of directors may either increased or diminished from time to time by the By-Laws, but shall never be less than one.

**ARTICLE VII****OFFICERS**

The Corporation shall have a President, and may also have one or more additional Vice-Presidents, Assistant Secretaries, and Assistant Treasures, and such other officers and agents as may deemed necessary.

All other officers and agents shall be chosen in such a manner, hold their offices for such terms and have such powers and duties as may be prescribed by the By-Laws. The same person may hold two or more offices.

**ARTICLE VIII****INCORPORATOR**

The name and address of the person signing these articles is:

John M. MacDaniel, Esquire  
Two S. Biscayne Boulevard  
Suite 2975  
Miami, Florida 33131

**ARTICLE IX**

**AMENDMENTS**

The Corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by the statutes, and all rights conferred upon stockholders herein are granted subject to this reservation.

**ARTICLE X**

**PRINCIPAL OFFICE**

At present, the principal office of the corporation is: Two S. Biscayne Boulevard, Suite 2975 Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned incorporator, has executed these Articles of Incorporation this 3 day of April, 1995,

  
\_\_\_\_\_  
JOHN M. MACDANIEL

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STATE OF FLORIDA )  
 )  
COUNTY OF DADE )

Before me, a Notary Public duly authorized to take acknowledgments in the state and county set forth above, personally appeared **JOHN M. MACDANIEL** before me and known by me to be the person who executed the foregoing articles of incorporation and he acknowledged before me that he executed those articles of incorporation.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, on this 5TH day of APRIL, 1995.

*[Signature]*  
NOTARY PUBLIC, State of Florida

*My Commission Expires:*



NOTARY PUBLIC  
My Commission 00300000  
Expires Aug. 01, 1997  
Bonded by ANB  
850-598-4576

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TALLAHASSEE, FLORIDA

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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: FLANKS SOCCER CORPORATION

AUDIT NUMBER.....H97000010950

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 3

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TALLAHASSEE, FLORIDA

Amendment  
7-3-97  
De

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②  
**ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION OF  
FLANKS SOCCER CORPORATION**

PURSUANT TO THE PROVISIONS OF SELECTION 607.1006, FLORIDA  
STATUTES, THE UNDERSIGNED CORPORATION ADOPTS THE FOLLOWING  
ARTICLES OF INCORPORATION.

**FIRST**

**AMENDMENT ADOPTED:**

- 1 - THE NEW PRESIDENT WILL BE:  
PAULO EDSON DE SOUZA
- 2 - THE NEW VICE-PRESIDENT AND SECRETARY WILL BE:  
LUCIA HELENA FIDALGO PINHEIRO

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**SECOND**

IF AN AMENDMENT PROVIDES FOR AN EXCHANGE, RECLASSIFICATION OR  
CANCELATION OF ISSUED SHARES, PROVISIONS FOR IMPLEMENTING THE  
AMENDMENT IF NOT CONTAINED THE AMENDMENT IT SELF, ARE AS  
FOLLOW:

**THIRD**

THE DATE OF EACH AMENDMENT'S ADOPTION:, JUNE 26, 1997

PREPARED BY THE LAW OFFICES OF ALAN S. GLUECK  
ALAN S. GLUECK # 224278  
141 NORTHEAST 3<sup>RD</sup> AVENUE 9<sup>TH</sup> FLOOR  
MIAMI, FL 33132-3221  
PHONE (305) 373-6211

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FORTH

ADOPTIONS AMENDMENTS:

X THE AMENDMENT(S) WAS/WERE ADOPTED BY THE INCORPORATORS OR BOARD OF DIRECTORS WITHOUT SHAREHOLDER ACTION AND SHAREHOLDER ACTION WAS NOT REQUIRED.

— THE AMENDMENT(S) WAS/WERE APPROVED BY THE SHAREHOLDERS. THE NUMBER OF VOTES CAST FOR THE AMENDMENT(S) WAS/WERE SUFFICIENT FOR THE APPROVAL.

— THE AMENDMENT(S) WAS / WERE APPROVED BY THE SHAREHOLDERS THROUGH VOTING GROUPS.

(THE FOLLOWING STATEMENT MUST BE SEPARATELY APPROVED FOR EACH VOTING ENTITLED TO VOTE SEPARATELY ON THE AMENDMENT(S).)

THE NUMBER OF VOTES CAST FOR THE AMENDMENT(S) WAS / WERE SUFFICIENT FOR APPROVAL BY

(Voting group)

SIGNED THIS JUNE 19, 1997

BY

(INCORPORATOR - PRESIDENT)

Typed or printed name: ALECSSANDRE DA SILVA  
Title :PRESIDENT

PREPARED BY THE LAW OFFICES ALAN S. GILJECK  
ALAN S. GILJECK # 224278  
141 NORTHEAST 3RD AVENUE 9TH FLOOR  
MIAMI, FL 33132-2221  
PHONE: (305) 371-4211

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