

1204 HAYS STREET  
TALLAHASSEE, FL 32301  
904 222-0171  
904 222-0191 FAX

800-342-8086



*PR500029926*

ACCOUNT NO. : 072100000032

REFERENCE : 580555 81823A

AUTHORIZATION :

*Patricia Pizito*

COST LIMIT : \$ 70.00

ORDER DATE : April 17, 1995

ORDER TIME : 12:54 PM

ORDER NO. : 580555

CUSTOMER NO: 81823A

400001458264

CUSTOMER: Stephen Navaretta, Esq  
STEPHEN NAVARETTA, ESQ

Suite 203  
1100 Sw St. Lucie West Blvd  
Port St. Lucie, FL 34986

DOMESTIC FILING

NAME: SOCCER EXPLOSION, INC.

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

T. BROWN

APR 18 1995

FILED  
95 APR 17 AM 8:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
SOCCER EXPLOSION, INC.

FILED  
95 APR 17 AM 8 00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of the corporation shall be:

SOCCER EXPLOSION, INC.

The corporation's mailing address shall be:

694 S.W. Bayshore Boulevard  
Port St. Lucie, Florida 24984

ARTICLE II

TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE III

PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 1500 shares of no-par common stock. This class of stock shall have unlimited voting rights and be entitled to receive the net assets of the corporation upon its dissolution.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

1100 S.W. St. Lucie West Boulevard  
Suite 203

Port St. Lucie, Florida 34986

The name of the initial registered agent of this corporation at that address is:

STEPHEN NAVARETTA

ARTICLE VI

DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The name and address of the initial Directors of this corporation are:

JAMES WILLIAM DEMPSEY, PRESIDENT  
JODI LYN DEMPSEY, VICE PRESIDENT/SECRETARY  
JOHN JAMES DEMPSEY, III, VICE PRESIDENT/TREASURER  
542 S.E. Ron Rico Terrace  
Port St. Lucie, Florida 34983

ARTICLE VII

INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

STEPHEN NAVARETTA  
1100 S.W. St. Lucie West Blvd. - Suite 203  
Port St. Lucie, Florida 34986

ARTICLE VIII

CUMULATIVE VOTING

At each election for directors, every shareholder entitled to vote in the election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing the votes on the same principle among any number of the candidates.

ARTICLE IX

PRE-EMPTIVE RIGHTS

Shareholders of the corporation shall have pre-emptive rights to acquire their prorata share of stock for the corporation for all issues of any class of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation including, but not limited to, cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Pre-emptive rights shall apply to the reissuance of all redeemed or otherwise acquired

shares, including the reissuance of treasury shares. This Article pertaining to pre-emptive rights may not be amended or deleted without the unanimous vote of the shareholders of each affected class. No issue of stock of the corporation shall take place unless the price at which the stock is to be issued shall be unanimously approved by the shareholders of the corporation. These pre-emptive rights shall apply to any corporate obligation which is convertible to or exchangeable for any stock of the corporation, or where there is attached to said obligation any stock warrants or rights which allow the holder to acquire by subscription or purchase any stock of the corporation.

#### ARTICLE X

##### INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

#### ARTICLE XI

##### COMMENCEMENT OF CORPORATE EXISTENCE

Pursuant to Florida Statutes section 607.0203, this corporation's existence shall commence upon the filing of these Articles of Incorporation with the Department of State.

ARTICLE XII

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholder's meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 13 day of April, 1995.

  
\_\_\_\_\_  
STEPHEN NAVARETTA

STATE OF FLORIDA

COUNTY OF ST. LUCIE

BEFORE ME, the undersigned officer, authorized to take oaths and acknowledgments, personally appeared STEPHEN NAVARETTA who, being first duly sworn, acknowledged to me that he is the person described in and who executed the foregoing Articles of Incorporation and that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal, this 13th day of April, 1995.

(NOTARY SEAL)



NANCY CAVELL  
My Commission CQ344852  
Expires Jan. 27, 1998  
Bonded by HAI  
800-422-1555

Nancy Cavell  
Notary Public  
Print Name: NANCY CAVELL  
STATE OF FLORIDA AT LARGE  
My Commission Expires: 1-27-98

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation at the place designated in the foregoing Articles of Incorporation, I, STEPHEN NAVARETTA, hereby agree to act in that capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated, this 13 day of April, 1995.

SMC  
STEPHEN NAVARETTA

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