

995000061650

ROBERT W. BROWNING JR., P.A.

ATTORNEY & COUNSELOR AT LAW

SUITE 755

800 SECOND STREET

SARASOTA, FLORIDA 34236

TEL (813) 875-0501

FAX (813) 866-3447

August 7, 1995

Department of State  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

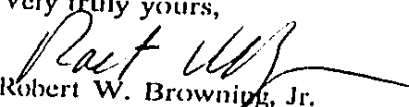
SUBJECT: Soccer Players Club International, Inc.

Gentlemen:

Enclosed please find two duplicate originals of the Articles of Incorporation for the above corporation and a check in the amount of \$70.00 covering the filing and registered agent fees. Would you please file the Articles and return to me a date stamped copy of the Articles in the enclosed self-addressed stamped envelope.

Thank you in advance for your assistance.

Very truly yours,

  
Robert W. Browning, Jr.

200001555612  
-08/08/95--01012--006  
\*\*\*\*\*70.00 \*\*\*\*\*70.00



**ARTICLES OF INCORPORATION  
OF  
SOCCER PLAYERS CLUB INTERNATIONAL, INC.**

**ARTICLE ONE. NAME**

The name of the corporation is SOCCER PLAYERS CLUB INTERNATIONAL, INC.

**ARTICLE TWO. PURPOSE**

The corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE THREE. POWERS**

The corporation shall have all of the powers enumerated in the Florida General Corporation Act.

**ARTICLE FOUR. CAPITAL STOCK**

This corporation is authorized to issue 10,000 shares of voting common stock with a par value of \$ 1.00 per share.

**ARTICLE FIVE. PRINCIPAL OFFICE**

The street address of the principal office of the corporation is 711 Cattlemen Rd., Sarasota, Fl. 34232.

**ARTICLE SIX. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 1800 Second St., Suite 755, Sarasota, Fl. 34236, and the name of the initial registered agent of the corporation at that address is Robert W. Browning, Jr., Attorney.

#### ARTICLE SEVEN. DIRECTORS AND OFFICERS

This corporation shall have no Directors or Officers initially. The affairs of the corporation will be managed by the shareholders until such time as Directors are designated as provided by the Bylaws.

#### ARTICLE EIGHT. INCORPORATOR

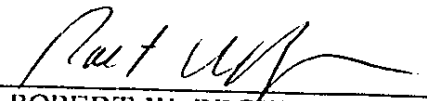
The name and address of the Incorporator is:

Robert W. Browning, Jr., Attorney  
1800 Second St., Suite 755  
Sarasota, FL 34236

#### ARTICLE NINE. AMENDMENT

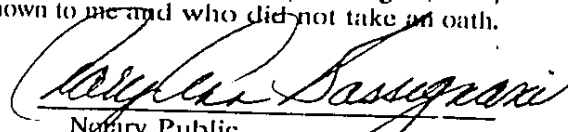
This corporation reserves the right to amend or repeal any provisions contained in the Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

The undersigned Incorporator has executed these Articles of Incorporation this 7th day of August, 1995.

  
ROBERT W. BROWNING, JR.

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 7th day of August, 1995, by Robert W. Browning, Jr., who is personally known to me and who did not take an oath.

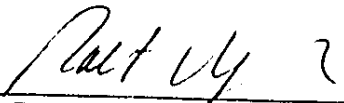
  
Notary Public



ACCEPTANCE OF APPOINTMENT  
AS REGISTERED AGENT FOR  
SOCCER PLAYERS CLUB INTERNATIONAL, INC.

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

DATED: August 7, 1995

  
\_\_\_\_\_  
ROBERT W. BROWNING, JR.

ROBERT W. BROWNING, JR., P.A.

ATTORNEY & COUNSELOR AT LAW

SUITE 735

1000 SECOND STREET

SAFESIDE, FLORIDA 32399

TEL (904) 666-6361

FAX (904) 666-5447

P95000061650

August 15, 1995

Department of State  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

700001564897  
-08/21/95--01050--008  
\*\*\*\*\*35.00 \*\*\*\*\*35.00


SUBJECT: Soccer Players Club International, Inc.

Gentlemen:

Enclosed please find an original and 1 copy of Articles of Amendment for the above corporation which was incorporated on August 8th. I have enclosed a check in the amount of \$35.00 to cover the filing fees.

Would you please stamp and return the copy to me in the enclosed envelope following approval.

Very truly yours,

  
Robert W. Browning, Jr.

RECEIVED  
DIVISION OF CORPORATIONS  
AUG 18 11:16 AM '95  
TALLAHASSEE, FLORIDA

Amend

8/22

B

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF**

FILED  
95 AUG 18 AM 11:46  
CLERK

\_\_\_\_\_  
Soccer Players Club International, Inc.  
\_\_\_\_\_  
(present name)

*Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:*

**FIRST:** Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

**ARTICLE FOUR. CAPITAL STOCK**

The corporation is authorized to issue Five Million (5,000,000) shares of common stock with a par value of \$ 1.00 per share.

**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

**THIRD:** The date of each amendment's adoption: August 15, 1995.

**FOURTH:** Adoption of Amendment(s) (check one)

- ☐ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups.

*The following statement must be separately provided for each voting group 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)

- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☒ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

(continued)

Signed this 15th day of August, 19 95.

Signature *Robert W. Browning, Jr.*  
(By the Chairman or Vice Chairman of the Board of Directors,  
President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Robert W. Browning, Jr.

Typed or printed name

Incorporator

Title

ROBERT W. BROWNING, JR., P.A.

ATTORNEY & COUNSELOR AT LAW

SUITE 111

1000 SE OCEAN DRIVE

SARASOTA, FLORIDA 34236

TEL: (813) 555-1111

FAX: (813) 555-1112

P95000061650

August 25, 1995

Department of State  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

000001572890  
-08/29/95--01104--016  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

SUBJECT: Soccer Players Club International, Inc.

Gentlemen:

Enclosed please find an original and 1 copy of Articles of Amendment for the above corporation which was incorporated on August 8th. I have enclosed a check in the amount of \$35.00 to cover the filing fees.

Would you please stamp and return the copy to me in the enclosed envelope following approval.

Very truly yours,

*Robert W. Browning, Jr.*  
Robert W. Browning, Jr.

FILED  
95 AUG 28 PM 1:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*09*  
*100000061650*  
*Wink*  
*2/24/96*



**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF**

SOCCER PLAYERS CLUB INTERNATIONAL, INC.  
(present name)

*Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:*

**FIRST:** Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

**ARTICLE FOUR. CAPITAL STOCK**

The corporation is authorized to issue Five Million (5,000,000) shares of common stock with no par value.

**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

**THIRD:** The date of each amendment's adoption: August 25, 1995

**FOURTH:** Adoption of Amendment(s) (check one)

- ☐ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups.

*The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

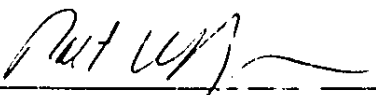
"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_."  
(voting group)

- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☒ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

(continued)

FILED  
95 AUG 28 PM 1:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Signed this 25th day of August, 19 95.

Signature   
(By the Chairman or Vice Chairman of the Board of Directors,  
President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Robert W. Browning, Jr.

Typed or printed name

Incorporator

Title

FILED  
AUG 28 PM 1:03  
TALLAHASSEE, FLORIDA

ROBERT W. BROWNING JR., P.A.

ATTORNEY & COUNSELOR AT LAW

SUITE 750

1800 SE. UNIVERSITY BLVD.

MIAMI, FL 33131

TEL (305) 574-0500

FAX (305) 574-0507

P950000061650

September 7, 1995

Department of State  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399


SUBJECT: Soccer Players Club International, Inc.

Gentlemen:

Enclosed please find an original and 1 copy of Amended and Restated Articles of Incorporation for the above corporation which was incorporated on August 8th. I have enclosed a check in the amount of \$35.00 to cover the filing fees.

Would you please stamp and return the copy to me in the enclosed envelope following approval.

Very truly yours,

  
Robert W. Browning, Jr.

7000001582877  
-03/12/95--01091--013  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

SEP 22 1995

Restated  
Articles

SEP 19 1995  
12:57



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

September 14, 1995

Robert W. Browning, Jr., P.A.  
1800 Second St.  
Suite 755  
Sarasota, FL 34236

SUBJECT: SOCCER PLAYERS CLUB INTERNATIONAL, INC.  
Ref. Number: P95000061650

We have received your document for SOCCER PLAYERS CLUB INTERNATIONAL, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please file the Restated Articles of Incorporation without the Articles of Amendment form being used as an attachment.

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6908.

Steven Harris  
Corporate Specialist

Letter Number: 095A00042390

95 SEP 19 PM 12:57  
RECEIVED  
CORPORATE  
DIVISION

ROBERT W. BROWNING JR., P.A.

ATTORNEY & COUNSELOR AT LAW

SUITE 755

1000 SECOND STREET E

SARASOTA, FLORIDA 34230

TEL (813) 565-0500

FAX (813) 565-5947

September 18, 1995

Department of State  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

SUBJECT: Soccer Players Club International, Inc.

Gentlemen:

I am in receipt of your letter of Sept. 14, 1995 regarding the above corporation (see copy attached). In accord with the request of that letter, I am resubmitting two copies of the Restated Articles along with a certificate; the corporations have not issued shares or appointed directors and so I completed the certificate as the Incorporator of the corporation.

Would you please stamp and return the copy to me in the enclosed envelope following approval.

Very truly yours,

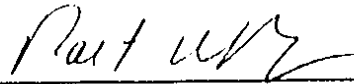


Robert W. Browning, Jr.

RECEIVED  
DIVISION OF CORPORATIONS  
25 SEP 19 PM 12:57

### CERTIFICATE

The undersigned, being the incorporator of Soccer Players Club International, Inc., (the "Corporation") hereby certifies that the Corporation has not yet issued shares of stock, commenced the operation of its business, or appointed directors, and that the undersigned incorporator was authorized to and did adopt the attached Restated Articles of Incorporation on the 7th day of September, 1995.



Robert W. Browning, Jr., Incorporator

95 SEP 19 PM 12:57  
SEP 19 1995  
FBI - NEW YORK

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
SOCCER PLAYERS CLUB INTERNATIONAL, INC.**

**ARTICLE ONE. NAME**

The name of the corporation is SOCCER PLAYERS CLUB INTERNATIONAL, INC.

**ARTICLE TWO. PURPOSE**

The corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE THREE. POWERS**

The corporation shall have all of the powers enumerated in the Florida General Corporation Act.

**ARTICLE FOUR. CAPITAL STOCK**

This corporation is authorized to issue 5,000,000 shares of voting common stock with a par value of one cent (\$ .01) per share.

**ARTICLE FIVE. PRINCIPAL OFFICE**

The street address of the principal office of the corporation is 711 Cattlemen Rd., Sarasota, Fl. 34232.

**ARTICLE SIX. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 1800 Second St., Suite 755, Sarasota, Fl. 34236, and the name of the initial registered agent of the corporation at that address is Robert W. Browning, Jr., Attorney.

RECORDED  
INDEXED  
SEP 19 PM 5:57

#### ARTICLE SEVEN. DIRECTORS AND OFFICERS

This corporation shall have no Directors or Officers initially. The affairs of the corporation will be managed by the shareholders until such time as Directors are designated as provided by the Bylaws.

#### ARTICLE EIGHT. INCORPORATOR

The name and address of the Incorporator is:

Robert W. Browning, Jr., Attorney  
1800 Second St., Suite 755  
Sarasota, FL 34236

#### ARTICLE NINE. AMENDMENT

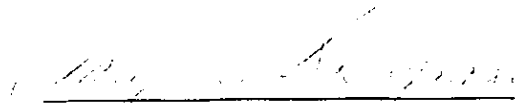
This corporation reserves the right to amend or repeal any provisions contained in the Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

The undersigned Incorporator has executed these Amended and Restated Articles of Incorporation this 7th day of September, 1995.

  
\_\_\_\_\_  
ROBERT W. BROWNING, JR.

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 7th day of September, 1995, by Robert W. Browning, Jr., who is personally known to me and who did not take an oath.

  
\_\_\_\_\_  
Notary Public

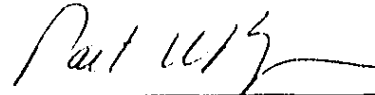




ACCEPTANCE OF APPOINTMENT  
AS REGISTERED AGENT FOR  
SOCCER PLAYERS CLUB INTERNATIONAL, INC.

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

DATED: September 7, 1995



ROBERT W. BROWNING, JR.

RECEIVED  
SEP 13 1995  
95 SEP 13 PM 12:57