

BRUCE I. KAMELHAIR
ATTORNEY AND COUNSELOR AT LAW

001 NORTH MAGNOLIA AVENUE
SUITE 304
ORLANDO, FLORIDA 32803

January 12, 1996

TELEPHONE (407) 843-2200

Secretary of State
Corporate Division
The Capitol Building
Tallahassee, Florida 32304

RE: UCF SOCCER CENTERS FOR GIRLS, INC.

Dear Sir:

Enclosed herewith are the original and one copy of the Article of Incorporation of the above-captioned corporation, together with my trust account check in the amount of \$122.50, to cover the following costs, charges and fees:

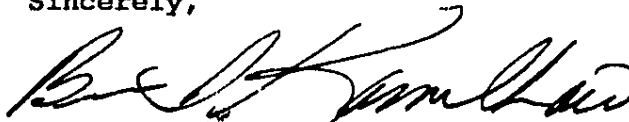
<u>Item</u>	<u>Amount</u>
Filing Fee--Article of Incorporation	\$ 35.00
Resident Agent's Fee	\$ 35.00
Certified Copy of Charter	\$ 52.50
Total	\$ 122.50

Please note that the Articles of Incorporation include the designation of and acceptance by the Resident Agent.

Also, please note that the Articles state that the corporation shall begin as of the date of filing.

Upon acceptance of the charter and the filing thereof by your office, please provide our office with a certified copy of the corporate charter and charter number.

Sincerely,


BRUCE I. KAMELHAIR

BIK/am
Enc. (a/s)

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-01/16/96--01049--016
****122.50 ****122.50

HB-96


**ARTICLES OF INCORPORATION OF
UCF SOCCER CENTERS FOR GIRLS, INC.**

The undersigned, acting as Incorporators of a corporation under the Florida Business Corporation Act and Florida Law, adopt the following Articles of Incorporation for such corporation:

ARTICLE I: NAME

The name of the corporation shall be known as:

UCF SOCCER CENTERS FOR GIRLS, INC.

ARTICLE II: EFFECTIVE DATE OF INCORPORATION

The effective date of the corporation shall be upon filing.

ARTICLE III: TERM OF EXISTENCE

The period of duration of the corporation is perpetual.

ARTICLE IV: NATURE OF BUSINESS

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

1. To engage in the education and training of athletes in the sport of soccer, and other sporting activities.
2. To engage in any activity allowed to it pursuant to the terms of Part 1, of Chapter 475, Florida Statutes.
3. To transact and engage in any and all lawful businesses that corporations incorporated under Chapter 607, Florida Statutes, may transact or engage in.
4. To sell, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description.

5. To conduct business in, have one or more offices in, and buy or hold mortgages, sell, convey, lease or otherwise dispose of real and personal property, including franchises patents, trademarks, copyrights, and licenses in the State of Florida, and in all states, districts, territories, countries or colonies.

6. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required.

7. To purchase the corporate assets of any other corporation and engage in the same or other character of business.

8. To acquire by purchase, subscription or otherwise, and to receive, hold, own, guarantee, sell, assign, exchange, underwrite, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of capital stock, or any voting trust certificates in respect of the shares of capital stock, script, warrants, rights, bonds, debentures, notes, trust receipts, and other securities, obligations, choses in action and evidence of indebtedness or interest issued or created by any corporation, joint stock companies, syndicates, associations, firm trusts, or persons, public or private, or by the government of the United States of America, or by any foreign government, or by any state, territory, province, municipality, or other political subdivision or by any governmental agency, and as owner thereof to possess and exercise all the rights, powers, and privileges of ownership, including the right to execute consents and vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof.

9. In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of the State of Florida upon corporations formed under its laws, and to do any and all things hereinbefore set forth to the same extent as natural persons might or could do.

ARTICLE V: CAPITAL STOCK

1. Number: The aggregate number of shares that the corporation shall have authority to issue is ten thousand (10,000) shares of capital stock with a par value of \$0.01, per share.

2. Consideration for Issue of Stock: Stock of the corporation, be same initial issue stock, treasury stock, or otherwise, may be issued for any valid consideration allowed by Florida Law, including, but not limited to written contracts, agreements and promises to perform future services to, for or on behalf of the corporation. However, if any stock is to be issued for consideration consisting of written contracts, agreements and promises to perform future services to, for or on behalf of the corporation, then in that event, the board of directors, or the incorporator(s) of the corporation, if no board of directors has yet been appointed, for said issuance to be valid hereunder, shall, prior to the issuance of said shares advise the shareholders, prior to the next meeting of the shareholders of the details of the issuance, or the authorization for future issuance. If, however, said shares are to be issued at the initial meeting of the board of directors, then in that event, prior to said issuance, there shall be obtained written consent of all shareholders to be issued shares at said meeting, to said issuance, prior to said issuance.

Further, if any stock is to be issued for consideration consisting of written contracts, agreements and promises to perform future

services to, for or on behalf of the corporation, then in that event, said shares shall be issued subject to the recipient of said shares fulfilling the terms of the written contracts, agreements and promises to perform future services to, for or on behalf of the corporation, and said written contracts, agreements and promises to perform future services to, for or on behalf of the corporation, shall provide that said shares be automatically forfeited for failure of the purchaser of said shares to fulfill said purchaser's contractual obligations under said written contracts, agreements and promises to perform future services to, for or on behalf of the corporation.

Further, shares issued for written contracts, agreements and promises to perform future services to, for or on behalf of the corporation, shall be held in escrow with an independent third party until the purchaser has fulfilled the purchaser's contractual obligations under the written contracts, agreements and promises to perform future services to, for or on behalf of the corporation.

Further, shares issued for written contracts, agreements and promises to perform future services to, for, or on behalf of the corporation, shall not be counted as voting shares of the corporation or shares entitled to any distribution of profits and dividends of the corporation, until such time as the purchaser has fulfilled the purchaser's contractual obligations under the written contracts, agreements and promises to perform future services to, for, or on behalf of the corporation, and said shares have been released from escrow by the corporation. Any profits and dividends earned by said shares, while same are held in escrow, shall be retained in a separate account until such time as the shares are released from escrow to the purchaser, at which time same shall be paid to the purchaser, or if same said shares

are forfeited said funds shall returned to the corporate treasury and distributed pro-rata to the shareholders of record on the date said profits and dividends were declared and paid.

3. Initial Issues: Five Hundred (500) shares of the capital stock of the corporation shall be issued for cash at \$1.00, per share.

4. Stated Capital: The sum of the par value of all shares of the capital stock of the corporation, that have been issued, shall be the stated capital of the corporation at any particular time.

5. Dividends: The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, property, or in shares of the capital stock of the corporation.

6. Number of Classes of Stock: The shares of the corporation are not to be divided into classes.

7. Number of Shares in Series: The corporation is not authorized to issue shares in series.

8. Divided Shares: The corporation is not authorized to issue partial shares.

ARTICLE VI: PRINCIPAL OFFICE & MAILING ADDRESS

The corporation's initial principal office street address in Florida is 3323 Vishaal Dr., Orlando, Florida 32817. The corporation's initial principal registered mailing address in Florida is 3323 Vishaal Dr., Orlando, Florida 32817

ARTICLE VII: INITIAL REGISTERED OFFICE & RESIDENT AGENT

The name and street address of the initial Registered Agent and Registered Office of this corporation is: KAREN I. RICHTER of 3323 Vishaal Dr., Orlando, Florida 32817.

ARTICLE VIII: DIRECTORS

The corporation shall have only one class of directors. The initial Board of Directors shall consist of at least one (1) member, but not more than five (5) members, who need not be residents of the State of Florida or shareholders of the corporation.

The corporation shall indemnify and hold harmless each person who shall serve, at any time hereafter, as a Director or Officer of the corporation, and any person who serves at the request of this corporation, as a Director or Officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter being a Director or Officer of that corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such Director or Officer, and shall reimburse such person for all legal and other expenses reasonably incurred in connection with any claim or liability as to which it shall be adjudged that such Officer or Director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall, in any way, be affected or invalidated by the fact that any of the Directors of the corporation are pecuniarily or otherwise interested in, or are Directors or Officers of such other corporation; any Director individu-

ally or any firm of which any Director may be a member, may be a party to, or may be peculiarly or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any Director of the corporation who is also a Director or Officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, any may vote thereat to authorize any such contract or transaction, with the like force and effect as if he were not such Officer or Director of such other corporation or not so interested.

The Board of Directors may if necessary and warranted under the Florida Business Corporation Act adopt Emergency By-Laws, in accordance with said Florida Business Corporation Act.

ARTICLE IX: INCORPORATORS

The names and addresses of the initial incorporators are as follows:

NAME	ADDRESS
KAREN I. RICHTER	3323 Vishaal Dr. Orlando, Florida 32817

ARTICLE X: INITIAL DIRECTORS

The name and address of the person or persons who shall serve as Directors until the first annual meeting of shareholders, or until successors shall have been elected and qualified, are:

NAME**KAREN I. RICHTER****ADDRESS****3323 Vishaal Dr.
Orlando, Florida 32817****ARTICLE XI: AMENDMENT**

So long as this corporation has less than thirty-five (35) shareholders, the shareholders shall have the power to adopt, amend, alter, change, or repeal the Articles of Incorporation (Articles), at any time by a written consent signed by shareholders representing not less than two-thirds (2/3) of the common stock entitled to vote on the date that same is submitted to the President and Chairman of the Board of the corporation. The shareholders shall have the power to adopt, amend, alter, change, or repeal the Articles, at any duly called and noticed meeting of the shareholders by a vote of the shareholders representing not less than two-thirds (2/3) of the common stock entitled to vote at said meeting. If the corporation has less than thirty-five (35) shareholders then it shall not be necessary for the Board of Directors to approve any amendment or addition to these Articles prior to the shareholders voting on same or using the written consent procedure provided for herein. The foregoing notwithstanding, and regardless of the number of shareholders in the corporation, no approval of the Board of Directors shall be required prior to the shareholders using the written consent procedure or voting on or approving the dissolution of the corporation.

ARTICLE XII: PRE-EMPTIVE RIGHTS

The holders of the common stock or shares of this corporation shall have pre-emptive rights to purchase, at prices, terms, and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be from time to time be

issued after the date on which shares are first issued in the corporation, for money, or any property, in addition to that stock authorized and issued by the corporation, as otherwise may be restricted or qualified herein. The pre-emptive right of any holder is determined by the ratio of the authorized and issues shares of common stock held by the holder to all shares of common stock currently authorized and issued, as of the date of issue of the additional shares. Any shareholder who does not desire to exercise the right of preemption herein granted may waive same in writing, with or without consideration, in which event the pro-rata pre-emptive rights of the remaining shareholders shall be recalculated, excluding said shareholder's pro-rata stock interest.

The right of preemption heretofore granted shall not apply to:

- a. The issuance of shares, or the conversion of options for shares for compensation of officers, directors, agents or employees of the corporation or its affiliates; or
- b. Shares authorized in these Articles that are issued within six (6) months after incorporation; or
- c. Shares issued for consideration other than money.

If any shares are issued pursuant to sub-paragraphs "a-c" hereof, then in that event, the future pre-emptive rights of all shareholders shall be recalculated accordingly, based on the total number of shares issued as of the day after the issuance of the shares issued pursuant to sub-paragraphs "a-c" hereof.

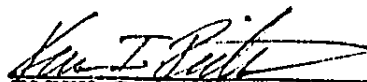
ARTICLE XIII: VOTING STOCK/CUMULATIVE VOTING

When voting on Directors of the corporation, the shareholders of this corporation shall be allowed to vote their share cumulatively so as to give one stockholder as many votes as the number of directors to

be elected multiplied by the number of shares said stockholder owns, and the right to distribute their votes among as many candidates as said shareholder may wish. Notice must be given by any shareholder to the President or a Vice President of said corporation, not less than twenty four hours prior to the time set for the holding of a shareholders' meeting for the election of Directors, that said shareholder intends to cumulate his or her vote at said election.

Other than when voting for Directors of the corporation one share of stock in this corporation shall be equal to one vote.

IN WITNESS WHEREOF, the undersigned have made and subscribed of these Articles of Incorporation at Orlando, Florida on this 12 day of January, 1996.


KAREN I. RICHTER, INCORPORATOR

STATE OF FLORIDA)
COUNTY OF ORANGE)

BEFORE ME, the undersigned authority, personally appeared KAREN I. RICHTER, who is to me well known to be the person described in and who subscribed the above and foregoing Articles of Incorporation, and she did so freely and voluntarily acknowledged before me according to law that she made and subscribed same for the uses and purposes therein mentioned and set forth.

The foregoing instrument was acknowledged before me this 12 day of January, 1996, by KAREN I. RICHTER, who is personally known to me, and who did take an oath.


BRUCE I. KAMELHAIR
NOTARY PUBLIC



BRUCE I. KAMELHAIR
My Commission CC445891
Expires Mar. 18, 1999
Bonded by HAI
800-422-1565

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

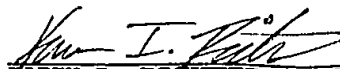
In pursuance of Chapter 48.091, Florida Statutes, and the Florida Business Corporation Act, the following is submitted in compliance with said laws of the State of Florida:

First - That UCF SOCCER CENTERS FOR GIRLS, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, at the City of Orlando, County of Orange, State of Florida, has named: KAREN I. RICHTER, of 3323 Vishaal Dr., Orlando, Florida 32817, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

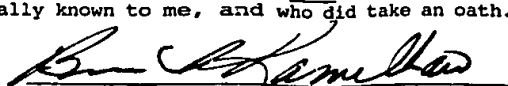
Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in such capacity, and agree to comply with the provisions of Florida Law, §§607.0505, F.S., relative to keeping open said office.

STATE OF FLORIDA)
COUNTY OF ORANGE)


KAREN I. RICHTER, RESIDENT AGENT

BEFORE ME, the undersigned authority, personally appeared KAREN I. RICHTER, who is to me well known to be the person described and designated herein as Resident Agent for the UCF SOCCER CENTERS FOR GIRLS, INC., and who subscribed this acceptance of designation, and she did so freely and voluntarily acknowledged before me according to law that she made and subscribed same for the uses and purposes therein mentioned and set forth.

The foregoing instrument was acknowledged before me this 12 day of January, 1996, by KAREN I. RICHTER, who is personally known to me, and who did take an oath.


BRUCE I. KAMELHAIR
NOTARY PUBLIC



BRUCE I. KAMELHAIR
My Commission CC445801
Expires Mar. 18, 1999
Bonded by NAJ
800-422-1565