

MNR-01 12:49

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PUBLIC ACCESS SYSTEM
TO: DIVISION OF CORPORATIONS FROM: EMERGENCY CORPORATION COMPANY
DEPARTMENT OF STATE 1402 W. FLAGLER ST
STATE OF FLORIDA SUITE 200
409 EAST TIME STREET MIAMI FL 33136
TALLAHASSEE FL 32356 CONTACT: RAY STORMONT
FAX: (904) 922-4000 PHONE: (305) 541-3694
FAX: (305) 541-3770

((H96000003030)) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: INTERAMERICAN SPORTS CORPORATION

FAX AUDIT NUMBER: H90000003030

CURRENT STATUS: REQUESTED

DATE REQUESTED: 03/04/1996

TIME REQUESTED: 12:46:01

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 0

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 072450003255

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TALLAHASSEE, FLORIDA

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95 MAR -4 PM 1:10

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H96000003036

ARTICLES OF INCORPORATION
OF
INTERAMERICAN SPORTS CORPORATION

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby organizes and incorporates a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation is INTERAMERICAN SPORTS CORPORATION.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage in the transaction of any or all lawful business permitted under the laws of the United States and the Florida General Corporation Act.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a nominal or par value of \$1.00 per share.

ARTICLE IV. PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale of stock by the corporation whether it be previously unissued shares authorized in the Articles of Incorporation originally filed or new shares created by amendment thereto, shall have the right to purchase his pro-rata share thereof at the same price and under the same terms at which it is offered to others.

Florida Bar Number 747793, Leonardo A. Roth, 9380 South Dixie Highway, Penthouse Two, Miami, Florida 33156, Phone Number: 305-670-9994

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ARTICLE V. INITIAL CAPITAL

The amount of capital with which this corporation will begin business shall not be less than the minimum amount required under the applicable Florida Statutes.

ARTICLE VI. BEGINNING OF CORPORATE EXISTENCE

The date when the corporate existence of this corporation shall begin business shall be the time of the filing of these Articles of Incorporation by the Department of State.

ARTICLE VII. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VIII. INITIAL REGISTERED OFFICE AND AGENT

The address of the initial principal office of this corporation in the State of Florida is Mark E. Rousse, c/o Roth, Milne & Rousse, 9350 S. Dixie Highway, #H2, Miami, Florida, 33156. The Board of Directors may, from time to time, move the principal office to any other address.

The name of the initial Registered Agent of this corporation is Mark E. Rousse, whose address is located at 9350 South Dixie Highway, Penthouse Two, Miami, Florida 33156.

ARTICLE IX. DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be increased from time to time, by the By-laws adopted by the stockholders but there shall always be at least one (1) Director.

To the extent permitted by law, the corporation shall indemnify and hold harmless each person serving as a Director or Officer of the corporation and each person who serves, at the request of the 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 being a Director or Officer of the corporation, or by reason of any action alleged to have been taken or omitted by him as a Director or Officer. The corporation shall reimburse each such person for all

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costs, legal and other expenses reasonably incurred by him in connection with any claim or liability as to which it shall adjudge that such Officer or Director is liable to the extent permitted by law.

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 provided for herein.

No contract or other transaction between this corporation and any other firm or corporation and no act of this corporation shall in anyway 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 firm or corporation, provided that the fact that he is so interested shall be disclosed or shall be known to the Board of Directors of the corporation or such member thereof as shall be present at any meeting of the Board at which action upon 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 transactions, with the like force and effect as if he were not a Director or Officer of such other corporation or not so interested.

ARTICLE X. INITIAL OFFICERS AND DIRECTORS

The names and post office address of the initial Directors and Officer of the corporation is:

OFFICERS AND SPECIFIC ADDRESS

Director, President, Vice President, Treasurer and Secretary is Mark E. Roussio, 9350 S. Dixie Highway, PH2, Miami, Florida 33156.

ARTICLE XI. SUBSCRIBER

The name and post office address of the Subscriber to these Articles of Incorporation is MARK ROUSSIO, c/o Roth, Milne & Roussio, 9350 S. Dixie Highway, PH2, Miami, Florida, 33156.

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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 it to the stockholders and approved at the stockholders meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned has set his hand and seal and has acknowledged and filed in the Office of the Secretary of the State of Florida as Subscriber of INTERAMERICAN SPORTS CORPORATION.



 MARK ROUSSIO
 CORPORATE SUBSCRIBER

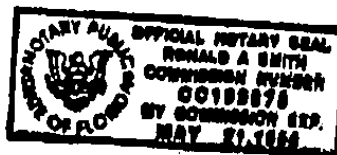
STATE OF FLORIDA)
) SS
 COUNTY OF DADE)

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in this state of and county above named to take acknowledgments, personally appeared MARK ROUSSIO, the person described as Subscriber in and who executed the foregoing Articles of Incorporation for INTERAMERICAN SPORTS CORPORATION to those Articles of Incorporation.

WITNESS my hand and official seal at Miami, Dade County, Florida this March, 4, 1996.

(SEAL)


 (signature) NOTARY PUBLIC, State of Florida
 Commission Number:



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DEPARTMENT OF STATE

Certificate designating place of business or domicile for the service of process within this state naming the agent upon which process may be served and the names and addresses of the officers and directors.

The following is submitted in compliance with Chapter 48.091 of the Florida Statutes.

INTERAMERICAN SPORTS CORPORATION OF AMERICA, is a corporation organized (or organizing) under the laws of the State of Florida with its principal office located at c/o Roth, Milne & Rouso, 9350 S. Dixie Highway, PH2, Miami, Florida 33156 has named Leonardo A. Roth as its agent to accept service of process within this state.

OFFICERS AND SPECIFIC ADDRESS

Director, President, Vice President, Treasurer and Secretary is Mark E. Rouso, 9350 S. Dixie Highway, PH2, Miami, Florida 33156.

ACCEPTANCE:

I agree as Resident Agent of INTERAMERICAN SPORTS CORPORATION to accept Service of Process, to keep the office open during prescribed hours, to post my name (and the names of my other officers of said corporation authorized to accept service of Process, at the above Florida designated address) in some conspicuous place in the office as required by law. I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

BY:


Mark E. Rouso

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JAN 4 PM 2:55
DEPT. OF STATE
TALLAHASSEE, FLORIDA

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ROTH & MILNE

9360 SOUTH DIXIE HIGHWAY

PENTHOUSE 2

MIAMI, FLORIDA 33156

TELEPHONE (305) 670-0004

FAX (305) 670-0048

LEONARDO A. ROTH
ROBERT A. MILNE

BARRISTER ENGLAND AND WALES
ATTORNEY FLORIDA

JONATHAN R. REYN
MARK E. ROSEN
ANDREW C. EVAN

OF COUNSEL

JOHN J. KAPLAN, PA
JOHN W. HALLON, Esq. PA
PRISCILLA D. VANDAN
DONALD M. KIRKE

March, 28, 1996

Secretary of State
Division of Corporations
P.O. BOX 6327
Tallahassee, FL 32314

300001769863
-04/04/96--01093--016
*****35.00 *****35.00

Re: Interamerican Sports Corporation

Dear Sir/Madam:

Enclosed you will find the following:

1. Our check in the amount of \$35.00 which represents your fee for the amendment of the Articles of Incorporation
2. Return envelope
3. Articles of Amendment to Articles of Incorporation (original and one copy)

Please reflect the amendment in the State's records. Please stamp the copy of Amendment enclosed and return it to our office to show that you have received same. Thank you.

Very truly yours,

ROTH & MILNE

LEONARDO A. ROTH

LAR:cm

enc.

novo\inter\L-amend

Amend
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR 24 PM 1:26
APR 24 1996

LAW OFFICES
ROTH & MILNE
9350 SOUTH DIXIE HIGHWAY
PENTHOUSE 2
MIAMI, FLORIDA 33156

LEONARDO A. ROTH
ROBERT A. MILNE*

*BARRISTER ENGLAND AND WALES
ATTORNEY FLORIDA

TELEPHONE (305) 670-8994
FAX (305) 670-0948

MICHELLE M. ROTH
MARK E. HOUMER
OF COUNSEL
DONALD M. KUEHL

April 15, 1996

Secretary of State
Division of Corporations
P.O. BOX 6327
Tallahassee, FL 32314

Re: Interamerican Sports Corporation

Dear Sir/Madam:

We are returning the Articles of Amendment to Articles of Incorporation (original and one copy) and have included the addresses for the new officer and registered agent.

Please reflect the amendment in the State's records. Kindly return a stamped copy of said Amendment to our office in the stamped self-addressed envelope. Thank you.

Very truly yours,

ROTH & MILNE


LEONARDO A. ROTH

LAR:cm

enc.

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 9, 1996

LEONARDO A. ROTH, ESQ.
LAW OFFICES ROTH & MILNE, P.A.
9350 SOUTH DIXIE HIGHWAY, PENTHOUSE 2
MIAMI, FL 33156

SUBJECT: INTERAMERICAN SPORTS CORPORATION
Ref. Number: P96000019718

We have received your document for INTERAMERICAN SPORTS CORPORATION and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Please indicate in the document the street address for the registered agent and new officer/director.

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) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 796A00016217

REIVED
22 APR 8:57
OF CORPORATIONS

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
INTERAMERICAN SPORTS CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
96 APR 24 PM 1:26

Pursuant to the provisions of Section 607.1006, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

RESOLVED that

FIRST : The following shall be the new Officers of the
aforementioned corporation:

Oscar Novo, Vice-President and Director
352 Fairway Circle, Box 39, Sunrise, Fl 33326

SECOND : The date of the Amendment's adoption was March 18,
1996.


THIRD : The Amendment was adopted by the Board of Directors
without Shareholder Action and Shareholder Action was not required.

Signed this 18th day of March, 1996.

INTERAMERICAN SPORTS CORPORATION


MARK E. ROUSSO - DIRECTOR

I hereby am familiar with and accept the duties and
responsibilities as registered agent for said corporation.


By: LEONARDO A. ROTH
Registered Agent
9350 S. Dixie Highway, PH2
Miami, Florida 33156

novo\inter\amend