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ACCOUNT NO. : 072100000002

REFERENCE : 881517 132254A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : March 14, 1996

ORDER TIME : 10:26 AM

ORDER NO. : 881517

CUSTOMER NO: 132254A

CUSTOMER: Sue Thomas, Legal Asst
BRONSTEIN CARLSON GLEIM &
SMITH, P.A.
Suite 1100
150 Second Avenue, North
St. Petersburg, FL 33701

EFFECTIVE DATE
MAR 12 1996

8000001743128
-03/14/96--01045--025
*****70.00 *****70.00

DOMESTIC FILING

NAME: NORTHEAST INDOOR SOCCER CLUB,
INC.

EFFECTIVE DATE: MARCH 12, 1996

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

EXAMINER'S INITIALS: _____

FILED
96 MAR 14 AM 8:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 MAR 14 PM 11:14
DIVISION OF CORPORATION

T. BROWN MAR 15 1996

EFFECTIVE DATE
MAR 12 1996

FILED
96 MAR 14 AM 8:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
NORTHEAST INDOOR SOCCER CLUB, INC.

ARTICLE I.

NAME

The name of this corporation is Northeast Indoor Soccer Club,
Inc.

ARTICLE II.

PRINCIPAL OFFICE

The principal office of this corporation and the mailing
address of this corporation is 535 23rd Avenue North, St.
Petersburg, FL 33704.

ARTICLE III.

DURATION; EFFECTIVE DATE

This corporation shall exist perpetually, commencing as of
March 12, 1996.

ARTICLE IV.

PURPOSES

This corporation may engage in any activity or business per-
mitted under the laws of the United States of America and of this
State.

ARTICLE V.

CAPITAL STOCK

This corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE VI.

REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial Registered Agent of this corporation and the street address of the initial Registered Office are Thomas B. Smith, 150 Second Avenue North, Suite 1100, St. Petersburg, FL 33701. The Registered Agent, by his execution of these Articles of Incorporation as incorporator, accepts the appointment as registered agent and agrees to comply with the provisions of all statutes relative thereto, including the obligations of § 607.0501, Florida Statutes.

ARTICLE VII.

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1). The name and address of the initial director of this corporation are Leslie Ambush, 535 23rd Avenue North, St. Petersburg, FL 33704.

ARTICLE VIII.

INCORPORATOR

The name and address of the person signing these Articles of Incorporation are Thomas B. Smith, 150 Second Avenue N., Suite 1100, St. Petersburg, Florida 33701.

ARTICLE IX.

AMENDMENT

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

ARTICLE X.

BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE XI.

INFORMAL SHAREHOLDER ACTION

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act

by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the Bylaws.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this 13th day of March, 1996.

Thomas B. Smith
Thomas B. Smith

INCORPORATOR

113029

P 960000 23241

BRONSTEIN, CARLSON, GLEIM & SMITH, P. A.

Joel D. Bronstein
Susan W. Carlson
Holger D. Gleim
Jeffrey J. Kallan
Thomas B. Smith

Suite 1100
150 Second Avenue North
St. Petersburg, Florida 33701

(813) 898-6688
Fax (813) 898-8811

Refer to File No.

964012

Writer's Direct Dial No.

898-6693

May 8, 1996

Registered Agent/Address Section
Bureau of Corporate Records
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32314

300001821783
-05/15/96--01025--005
*****35.00 *****35.00

RE: Northeast Indoor Soccer Club, Inc.

Gentlemen:

Enclosed please find the original and duplicate copy of a Change of Registered Office and Agent for the above-referenced corporation, along with our check in the amount of \$35.00 representing the filing fee.

Please acknowledge filing of this document by stamping the duplicate copy and returning same to me.

If you have any questions in connection with the documents, or need further information, please contact me by telephone rather than returning the document.

Very truly yours,

BRONSTEIN, CARLSON, GLEIM & SMITH, P.A.

Thomas B. Smith
Thomas B. Smith

TBS:ST/klm

Encs.

cc: Northeast Indoor Soccer Club, Inc.
114052

Handwritten initials and date:
7/26/96
6/17

CHANGE OF REGISTERED OFFICE AND AGENT
OF
NORTHEAST INDOOR SOCCER CLUB, INC.

FILED
MAR 13 1996
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO: SECRETARY OF STATE OF FLORIDA

1. The name of the Corporation is Northeast Indoor Soccer Club, Inc.
2. The current registered office is located at 150 Second Avenue North, Suite 1100, St. Petersburg, FL 33701.
3. The registered office will be changed to 535 23rd Avenue North, St. Petersburg, FL 33704.

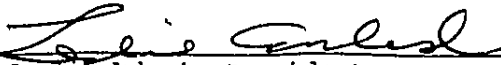
THIS IS THE CORRECT BUSINESS ADDRESS OF THE CORPORATION,
PLEASE CHANGE YOUR RECORDS ACCORDINGLY.

4. The current registered agent is Thomas B. Smith.
5. The successor registered agent will be Leslie Ambush.
6. The street address of the Corporation's registered office and the business office of its registered agent, as changed above, will be identical.
7. All changes made above have been authorized by resolutions duly adopted by the Corporation's Board of Directors.
8. All changes made above have been made by an officer of the Corporation authorized to do so by the Board of Directors.

Dated March 15, 1996.

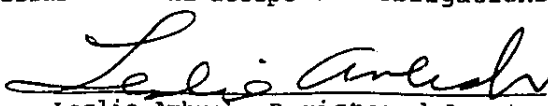
NORTHEAST INDOOR SOCCER CLUB, INC.

By:


Leslie Ambush, President

ACKNOWLEDGMENT

I hereby accept to act in this capacity, and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations of 607.0505, Florida Statutes.


Leslie Ambush, Registered Agent