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FLORIDA DIVISION OF REGISTRATION  
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: PASS-BOCCER INTERNATIONAL, INC.

FAX AUDIT NUMBER: H96000004572

**CURRENT STATUS: REQUESTED**

DATE REQUESTED: 03/29/1996

TIME REQUESTED: 12:11:39

**CERTIFIED COPIES: 1**

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 6

**METHOD OF DELIVERY: FAX**

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 071001002335

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2/29

FILED  
MAR 29 1984  
FBI - MIAMI

**ARTICLES OF INCORPORATION  
OF  
PASS-SOCCER INTERNATIONAL, INC.**

In compliance with the requirements of F.S. Chapter 607, the undersigned being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

**ARTICLE I**

The name of the corporation shall be:

PASS-SOCCER INTERNATIONAL, INC.

**ARTICLE II**

The corporation may engage in any activity or business permitted under the laws of the United States and of this state.

**ARTICLE III**

1. The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be One Hundred (100) shares of common stock having \$1.00 par value.

2. The capital stock may be paid for with property, labor or services at a just valuation to be fixed by the incorporators, or by the directors at a meeting called for such purpose or at the organization meeting.

3. Property, labor or services may also be purchased or paid for with capital stock at a just valuation of said property, labor or services, to be fixed by the directors of the company. Stock in other corporations or going businesses may be purchased by the corporation in return for the issuance of its

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(407) 391-7757

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capital stock and said purchase shall be on such basis and for such consideration and the issuance of no more of the capital stock as the Directors of the company may decide.

ARTICLE IV

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock.

ARTICLE V

The existence of the corporation is perpetual.

ARTICLE VI

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

6670 Canary Circle  
Boca Raton, Florida 33433

and the initial registered agent of this corporation at the above address is:

Keith Doughty

ARTICLE VII

The business of the corporation shall be managed by a Board of Directors consisting of not less than one nor more than nine persons.

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**ARTICLE VIII**

The names and street addresses of the members of the first Board of Directors who, unless provided by the Articles of Incorporation, or by the By-Laws, shall hold office for the first year of existence of the corporation, or until their successors are elected or appointed and have qualified, are as follows:

<u>NAMES</u>	<u>ADDRESSES</u>
KEITH DOUGHTY	6670 Canary Circle Boca Raton, Florida 33433

**ARTICLE IX**

The name and street address of the party signing the Articles of Incorporation as subscriber is:

<u>NAME</u>	<u>ADDRESS</u>
KEITH DOUGHTY	6670 Canary Circle Boca Raton, Florida 33433

**ARTICLE X**

The Board of Directors shall be elected at the annual meeting of the shareholders of the corporation by a majority vote of those shareholders attending said meeting in person or by proxy vote.

**ARTICLE XI**

Shares of the capital stock of this corporation shall be issued initially to the following persons and in the amounts set opposite their names.

<u>NAME</u>	<u>100 Shares</u>
PASS-SOCCER LIMITED	75 Shares
KEITH DOUGHTY	25 Shares

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ARTICLE XII

The corporation shall indemnify any officer or director or any former officer or director to the full extent of the law.

ARTICLE XIII

Every shareholder upon the sale for cash or any new stock of this corporation of the same kind, class, or series as that which he already, holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE XIV

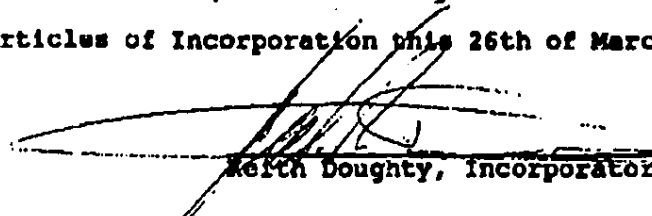
This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XV

The principal place of business of this corporation is:

6670 Canary Circle  
Boca Raton, Florida 33433

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 26th of March, 1996.

 (SEAL)  
Keith Doughty, Incorporator

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**ACKNOWLEDGEMENT:**

Having been named initial registered agent for the above-stated corporation, at the initial registered office designation, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 607, Florida Statutes, relative to keeping open said office.

  
Keith Doughty  
Registered Agent

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96 MAR 29 PM 3:52  
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TALLAHASSEE, FLORIDA

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