

P96000069019

1201 BAYS STREET  
11401 S.W. FL 33156  
904-2-9171  
904-22-0301



PREMIER HULL  
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 056699 131156A

AUTHORIZATION : *Patricia P. P.*

COST LIMIT : \$ 70.00

ORDER DATE : August 16, 1996

ORDER TIME : 1:52 PM

ORDER NO. : 056699

000001 00000000

CUSTOMER NO: 131156A

CUSTOMER: Barry N. Brumer, Esq  
BARRY N. BRUMER, ESQ

Suite 230  
5725 Major Boulevard  
Orlando, FL 32819

DOMESTIC FILING

NAME: VASCO DE GAMA SOCCER CLUB,  
INC.

EFFECTIVE DATE:

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: Daniel W Leggett

EXAMINER'S INITIALS:

638-524  
W96-17302

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 AUG 16 AM 9:29

RECEIVED  
96 AUG 16 PM 3:07  
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE  
Sandra B. Morthum  
Secretary of State

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 AUG 16 AM 9:29

August 19, 1996

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

**RESUBMIT**

Please give original  
submission date as file date.

SUBJECT: VASCO DA GAMA SOCCER CLUB, INC.  
Ref. Number: W96000017302

We have received your document for VASCO DA GAMA SOCCER CLUB, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The articles of Incorporation of a nonprofit corporation must be prepared in compliance with section 617.0202, Florida Statutes. Please refer to that section of the law for assistance.

A Non-Profit corporation cannot have stock or stockholders.

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) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 996A00039301

RECEIVED  
96 AUG 19 PM 3:33  
DIVISION OF CORPORATION

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

96 AUG 16 AM 9:29

## ARTICLES OF INCORPORATION

The undersigned, acting as incorporator of a Corporation pursuant to Chapter 607, Florida Statutes, adopt(s) the following Articles of Incorporation of such corporation:

### ARTICLE I - NAME AND PLACE OF BUSINESS

The name of the Corporation shall be:

VASCO DA GAMA SOCCER CLUB, INC.

The principal place of business of this Corporation shall be:

4630 S. Kirkman Road # 601  
Orlando, FL 32811-2802

### ARTICLE II - TERM OF EXISTENCE

The period of the duration of this Corporation is perpetual unless dissolved according to law.

### ARTICLE III - NATURE OF BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States of America and of this State, except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, fraternal benefits society, state fair or exposition.

### ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a nominal par value of \$1.00 per share.

### ARTICLE V - INITIAL CAPITAL

The amount of capital with which this Corporation will begin business is \$10,000.00.

### ARTICLE VI - DIRECTORS

This Corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by the Bylaws adopted by the stockholders, but shall never be less than two.

#### ARTICLE VII - STOCK SUBSCRIBERS

The name and address of the stock subscribers are:

NAME:	GTI VIAGENS E TURISMO LTDA.	
ADDRESS:	Rua Buenos Aires, 68 / 10 andar	
	Rio de Janeiro-RJ Brazil	60% (6,000 stocks)
NAME:	Evaristo de Almeida Neto	
ADDRESS:	Rua Buenos Aires, 68 - 10 andar	
	Rio de Janeiro-RJ Brazil	20% (2,000 stocks)
NAME:	Carlo Verga	
ADDRESS:	609 W. Vine Street, Suite A	
	Kissimmee, FL 34741	20% (2,000 stocks)

#### ARTICLE VIII - OFFICERS

The name and address of each Officer of this Corporation, and their offices in the Corporation are:

NAME:	Evaristo de Almeida Neto
ADDRESS:	Rua Buenos Aires, 68 - 10 andar, Rio de Janeiro/Brazil
OFFICE:	President
NAME:	Nelson Sebastiao de Almeida
ADDRESS:	Rua Buenos Aires, 68 - 10 andar, Rio de Janeiro/Brazil
OFFICE:	Treasurer
NAME:	Carlo Verga
ADDRESS:	609 W. Vine Street, Suite A, Kissimmee, FL 34741
	Secretary

#### ARTICLE IX - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by the Board of Directors, proposed to them by the Stockholders, and approved at a Stockholder's meeting by a majority of the stock entitled to vote thereon, unless all of the directors and all of the Stockholders sign a written statement manifesting their intention on a certain amendment to these Articles of Incorporation be made.

#### ARTICLE X - INCORPORATOR

The incorporator of these Articles of Incorporation is Barry N. Brumer, Esquire, 5728 Major Blvd, Suite 211, Orlando, FL 32819.

#### ARTICLE XI - REGISTERED AGENT

The initial registered agent, for notices and service of process,

is Barry N. Brumer, Esquire, 5728 Major Blvd, Suite 211, Orlando,  
FL 32819.

Barry N. Brumer  
Barry N. Brumer, Esquire

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
55 AUG 15 AM 9:29

STATE OF FLORIDA  
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments and administer oaths, personally appeared Barry N. Brumer, Esquire, to me known to be the person described as the incorporator in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid this 14th day of AUGUST, 1996.



"OFFICIAL SEAL"  
Shawna L. O'Dell  
My Commission Expires 7/24/97  
Commission #CC 123456

Shawna L. O'Dell  
Notary Public  
State of Florida at Large  
My Commission Expires: 7/24/97

ACCEPTANCE BY REGISTERED AGENT

Barry N. Brumer, Esquire, does hereby accept his appointment as registered agent for VASCO DA GAMA SOCCER CLUB, INC.

Barry N. Brumer  
Barry N. Brumer, Esquire

The above instrument was sworn to and subscribed before me this 14th day of August, 1996.



"OFFICIAL SEAL"  
Shawna L. O'Dell  
My Commission Expires 7/24/97  
Commission #CC 123456

Shawna L. O'Dell  
Notary Public  
State of Florida at Large  
My Commission Expires: