

P96000085018

The Law Office
of

JORGE E. LUNA

P.O. Box 617071 • Orlando, Florida 32861-7071 • Phone (407)283-2846

FILED

96 OCT 14 PM 1:10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 21, 1996

Secretary of State
State of Florida
Corporate Division
P.O. Box 6327
Tallahassee, FL 37301

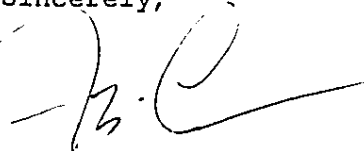
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-09/27/96--01040--007
****122.50 ****122.50

Dear Sir:

Enclosed is one original and one copy of the Articles of Incorporation of PLANET SOCCER SPORTS, INC. for registration as well as a check for \$122.50 to cover charter fees, etc.

Please return a certified copy to me.

Sincerely,



Jorge E. Luna, Esq.
Incorporator,
Planet Soccer Sports, Inc.

Jorge E. Luna GAVE
AUTHORIZATION BY PHONE TO
CORRECT *add principal address*
DATE *9/27/96*
DON EXAM *OK*

CH 10/15/96
W96-20578
9/30/96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 30, 1996

JORGE E. LUNA, ESQ.
P O BOX 617071
ORLANDO, FL 32861-7071

SUBJECT: PLANET SOCCER SPORTS, INC.
Ref. Number: W96000020578

We have received your document for PLANET SOCCER SFORTS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

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) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 096A00044694

*Returned
Corrected 10/10/96
Thank you,
J. E.*

ARTICLES OF INCORPORATION
OF
PLANET SOCCER SPORTS, INC.

FILED

The undersigned incorporator makes, subscribes, 86 OCT 11 PM 1:10
and files with the Corporate Department of the State of Florida,
these Articles of Incorporation for the purpose SECRETARY OF STATE
corporation for profit under the laws of the State of Florida. TALLAHASSEE, FLORIDA

ARTICLE I

Name

The name of this corporation is: PLANET SOCCER SPORTS, INC.

ARTICLE II

Term of Existence

This corporation shall commence as of the date of the filing of these Articles of Incorporation with the Secretary of State and shall have perpetual existence.

ARTICLE III

Nature of Business

This corporation will engage in the business of arranging international soccer matches throughout the United States, while retaining the rights to media and advertising for resale. This corporation may also engage in any other activity or business permitted under the laws of the United States and of this State.

ARTICLE IV

Capital Structure

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 par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder to one vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property, or in labor and services at a fair valuation to be fixed by the Board of Directors at a meeting called for such purposes. All stock, when issued, shall be paid for and shall be non-assessable.

ARTICLE V

Initial Registered Agent and Registered Office

The initial registered agent of this corporation shall be Henry Suárez. The street address of the initial registered office of this corporation is 9153 Pinnacle Circle, city of Windermere, Florida 34786. The business office of the registered agent is 9153 Pinnacle Circle, city of Windermere, Florida 34786. The Board of Directors may, from time to time, move the registered office to any other address in the State of Florida. The principal address is the same as the registered office.

ARTICLE VI

Board of Directors

There shall be a Board of Directors for this corporation which shall consist of not less than one. Except for the number constituting the Initial Board of Directors, the number of directors shall be decided by resolution of the shareholders.

ARTICLE VII

Initial Board of Directors

The names and street addresses of the members of the Board of Directors for this corporation, who, subject to these Articles of Incorporation and the laws of the State of Florida, shall hold office until the first annual meeting of the shareholders or until their successors are elected and qualified, or until their resignation, removal from office, or death are:

<u>NAME</u>	<u>ADDRESS</u>
Henry Suárez	4630 Kirkman Road Suite 448 Orlando, Florida 32811

ARTICLE VIII

Incorporator

The name and street address of the incorporator is:

Jorge E. Luna, Esq.
P.O. Box 617071
Orlando, FL 32861-7071

ARTICLE IX

Bylaws

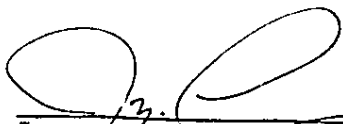
The power to adopt, alter, amend, or repeal Bylaws shall be vested in the Board of Directors or the Stockholders.

ARTICLE X

Amendment of Articles of Incorporation

These Articles of Incorporation may be amended at any time by a resolution adopted by a majority vote of the board of Directors at any annual or special meeting, provided at least ten days written notice is given to each director of the time and place of the meeting and the purpose thereof. Any amendment to these Articles of Incorporation so made must be approved by a majority vote of the Stockholders of the corporation.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation this 25 day of September, 1996.

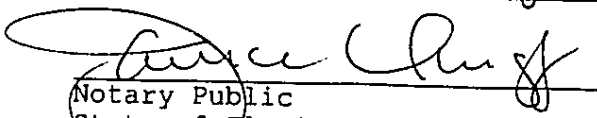


Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

Before me personally appeared Jorge Luna to me well known and known to me to be the individual described in and who executed the foregoing, and acknowledged before me that he executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the county and state named above this 25th day of Sept, 1996



Notary Public
State of Florida at Large

My commission expires:



JANICE L. GUNTER
My Comm Exp 8/03/00
Bonded by Service Ins
No. CC574938

[] Personally Known [] Other I. D.

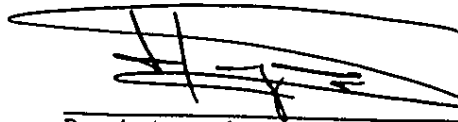
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That PLANET SOCCER SPORTS, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the City of Orlando, State of Florida, has named Henry Suárez, located at 9153 Pinnacle Circle, Windermere, Florida 34786, as its agent to accept service of process within Florida.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



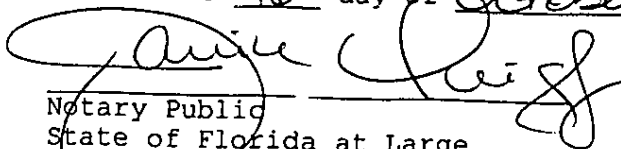
Registered Agent

Dated: 10-9-96

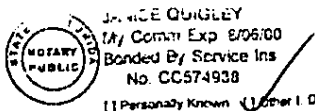
STATE OF FLORIDA
COUNTY OF ORANGE

Before me personally appeared Henry Suarez to me well known and known to me to be the individual described in and who executed the foregoing, and acknowledged before me that he executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the county and state named above this 9th day of October, 1996


Notary Public
State of Florida at Large

My commission expires:



File # 5620-380-60-2430

FILED
96 OCT 14 PM 1:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA