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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: OFFSIDES PROPERTIES INC.

AUDIT NUMBER.....H96000016476

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

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ARTICLES OF INCORPORATION

OF

OFFSIDES PROPERTIES INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida hereby adopts the following Articles of Incorporation:

Article I
Name

The name of the corporation is: OFFSIDES PROPERTIES INC.

Article II
Duration

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

Article III
Nature of Business

This corporation is organized for the purpose of transacting any or all lawful business.

Article IV
Capital Stock

(a) **Authorized Capital.** The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having a par value of \$1.00 per share.

(b) **Preemptive Rights.** Shareholders shall have no preemptive rights.

(c) **Cumulative Voting.** Cumulative voting shall not be permitted.

This Document Prepared by:
JACQUELINE M. VALDESPINO, ESQUIRE
800 Douglas Road, Suite 160, Building B
Coral Gables, FL 33134
(305) 442-1200
Florida Bar # 0756120

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Article V
Initial Registered Office and Agent

The street address of the initial registered office of this corporation is : 14480 South West 80th Avenue, Miami, FL 33158. The name of the initial registered agent of this corporation CRISTINA PLASENCIA. The principle office of the corporation: 14480 South West 80th Avenue, Miami, FL 33158.

Article VI
Directors

(a) **Number.** This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

(b) **Initial Directors.** The names and street addresses of the members of the first board of directors of the corporation are:

Names	Street Addresses
WILLIAM PLASENCIA	14480 South West 80th Avenue Miami, FL 33158.
CRISTINA PLASENCIA	14480 South West 80th Avenue Miami, FL 33158.

(c) **Compensation.** The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

(d) **Indemnification.** The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

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Article VII
Bylaws

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

Article VIII
Incorporator

The name and street address of the incorporator of this corporation is: CRISTINA PLASENCIA, 14480 South West 80th Avenue, Miami, FL 33158.

Article IX
Amendment

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

IN WITNESS WHEREOF, the Incorporator has executed these Articles this 21st day of November, 1996.


CRISTINA PLASENCIA

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 21st day of November, 1996, by CRISTINA PLASENCIA who is personally known to me and who did take an oath.


Notary Public, State of Florida
at Large
My Commission Expires:

This Document Prepared by:
JACQUELINE M. VALDESPINO, ESQUIRE
800 Douglas Road, Suite 160, Building B
Coral Gables, FL 33134
(305) 442-1200
Florida Bar # 0756120

 JACQUELINE VALDESPINO
COMMISSION # CC 334121
EXPIRES DEC 6, 1997
Atlantic Bonding Co., Inc.
800-732-2245

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

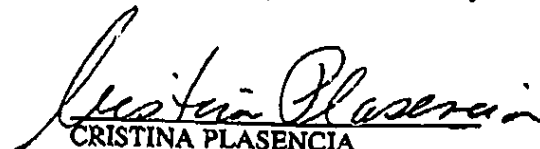
In compliance with Section 48.091, Florida Statutes, the following is submitted:

OFFSIDES PROPERTIES INC., desiring to organize or qualify under the laws of the State of Florida with its principal place of business at: 14480 South West 80th Avenue, Miami, FL 33158, has named Cristina Plasencia located at: 14480 South West 80th Avenue, Miami, FL 33158 its agent to accept service of process within Florida.


CRISTINA PLASENCIA
Incorporator

Dated: November 21, 1996

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.


CRISTINA PLASENCIA
Registered Agent

Dated: November 21, 1996

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