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FILED
TALLAHASSEE, FLORIDA
FEB 17 AM 9:05

February 14, 1997

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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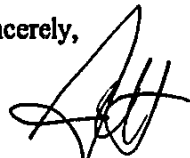
RE: The Tallahassee Scorpions Professional Indoor Soccer Team, Inc.

Dear Sir or Madam:

I enclose the Articles of Incorporation for The Tallahassee Scorpions Professional Indoor Soccer Team, Inc., together with a check made payable to the Department of State, in the amount of \$122.50 for filing of this document and issuance of a certified copy of the articles.

Please provide me with the certified copy of the filed Articles as soon as possible at the above address.

Sincerely,



Tammy deSoto Cicchetti

TdC/bn
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
THE TALLAHASSEE SCORPIONS PROFESSIONAL
INDOOR SOCCER TEAM, INC.

The undersigned acting as incorporator of a corporation pursuant to Chapter 607, Florida Statutes, adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation shall be:

The Tallahassee Scorpions Professional Indoor Soccer Team, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation is:

The Tallahassee Scorpions Professional Indoor Soccer Team, Inc.
505 West Pensacola Street
Suite 1
Tallahassee, Florida 32301

ARTICLE III - PURPOSE

This corporation is organized for the purpose of establishing a team to play professional indoor soccer.

ARTICLE IV - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100

ARTICLE V - ELECTION OF DIRECTORS

The manner in which the Directors are elected or appointed shall be stated in the Bylaws of this corporation, The Initial Board of Directors include:

Chairman and Treasurer:
David Elmore
1334 Parkview Avenue
Suite 210
Manhattan Beach, California 90266

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Director, President and Secretary:

Donna Tuttle
1334 Parkview Avenue
Suite 210
Manhattan Beach, California 90266

Vice President:

Anthony Mancuso
505 West Pensacola Street
Suite 1
Tallahassee, Florida 32301

Assistant Secretary:

Bonnie Keilbach
1334 Parkview Avenue
Suite 210
Manhattan Beach, California 90266

ARTICLE VI - CORPORATE POWERS

No limitation other than those limitations under Chapter 607, Florida Statutes.

ARTICLE VII - INITIAL REGISTERED AGENT

The name and address of the initial registered agent is:

Tammy de Soto Cicchetti, Esq.
Callahan & Cicchetti, P.A.
Attorneys At Law
433 North Magnolia Drive
Tallahassee, Florida 32308
(904) 877-2525

ARTICLE VIII - INCORPORATORS

The name and address of the incorporator for these Articles is:

Anthony Mancuso
505 West Pensacola Street
Suite 1
Tallahassee, Florida 32301

The undersigned incorporator has executed these Articles of Incorporation this 14th day of February, 1997.


ANTHONY MANCUSO
505 West Pensacola Street Suite 1
Tallahassee, Florida 32301

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

The Tallahassee Scorpions Professional Indoor Soccer Team, Inc.

2. The name and address of the registered agent and office is:

Tammy de Soto Cicchetti, Esq.
Callahan & Cicchetti, P.A.
Attorneys At Law
433 North Magnolia Drive
Tallahassee, Florida 32308

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ACCEPTANCE

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Tammy de Soto Cicchetti



(Date)