

3/04/97

FLORIDA DIVISION OF CORPORATIONS
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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: MIAMI ELITE SENIOR ALL STARS
AUDIT NUMBER.....H97000003748
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 6
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TALLAHASSEE, FLORIDA

2/27/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 5, 1997

EMPIRE

SUBJECT: MIAMI ELITE SENIOR ALL-STARS
REF: W97000005131

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

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) 487-6067.

Neysa Culligan
Document Specialist

FAX Aud. #: H97000003748
Letter Number: 397A00011305

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⑥ ARTICLES OF INCORPORATION
OF
MIAMI ELITE SENIOR ALL-STARS, INC.

ARTICLE I. CORPORATE NAME.

The name of this corporation is: MIAMI ELITE SENIOR ALL-STARS, INC.,

Corporate Address: 8820 SW 21 STREET, Miami, FL 33165.

ARTICLE II. NATURE OF BUSINESS.

This corporation may engage in any activity or business permitted under the laws of the United States of America and the laws of the State of Florida.

ARTICLE III. DURATION.

This corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is: February 27, 1997

ARTICLE IV. CAPITAL STOCK.

This corporation is authorized to issue shares of stock as follows:

- A. Designation: The stock of this corporation shall be known as Common Stock.
- B. Authorized: The maximum number of shares of Common Stock that this corporation may issue is: 600.
- C. Par Value: Each share of Common Stock shall have NO par value.

PREPARED BY:
ANA MARIA CAMACHO, ESQ.
9192 CORAL WAY, SUITE 201
MIAMI, FLORIDA 33165
BAR # 0033677
(305) 231-0878

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D. Consideration: Shares of Common Stock may be issued in exchange for cash, real property, labor or services rendered, or any other combination of the foregoing. In the absence of fraud in the transaction, the judgment of the Board of Directors as to the value of any such consideration shall be conclusive.

E. Non-assessability: Each share of Common Stock shall be issued in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non-assessable.

F. Voting Rights: Each share of Common Stock shall entitle the record holder thereof, to one vote upon each proposal presented at meetings of the stockholders of the corporation.

G. Dividends: Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of assets legally available for such purpose.

H. Liquidation Rights: Holders of Common Stock are entitled, in the event of liquidation or dissolution of this corporation, to receive their pro-rata share of any assets of this corporation remaining after payment of all corporate debts and obligations.

ARTICLE V. INITIAL REGISTERED AGENT AND OFFICE.

The street address of the Initial Registered Office of this corporation is: 8820 SW 21 STREET, MIAMI, FLORIDA 33165 and the name of the Initial Registered Agent of this corporation at that address is CHARISSE BLANCO.

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ARTICLE VI.DIRECTORS.

This corporation shall have initially TWO(2) Director(s). The number of Directors may either increase or decrease, from time to time by the bylaws but shall never be less than one. The name and address of the Initial Directors of this corporation are:

CHARISSE BLANCO, Director Address : 8820 SW 21 STREET
Miami,Florida 33165

COURTENEY PHILLIPS, Director Address: 8820 SW 21 STREET
Miami,Florida 33165

And the officer(s) of this corporation shall be:

_____, President. Address: _____
Miami, Florida 33__

_____, Vice-Pres. Address: _____
Miami, Florida 33__

_____, Secretary. Address: _____
Miami, Florida 33__

_____, Treasurer. Address: _____
Miami, Florida 33__

ARTICLE VII.INITIAL SUBSCRIBER.

The name and address of the Initial Subscriber of these Articles of Incorporation is: CHARISSE BLANCO located at 8820 SW 21 STREET Miami, FL 33165.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 27 day of February, 1997.

Charisse Blanco
Subscriber

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STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

I hereby Certify that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared CHARISSE BLANCO known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above-named person: D.L. #B452-101-76-766-0 OR Personal Knowledge and that an oath (was) (was not) taken.

Witness my hand and seal in the County and State last aforesaid this 27 day of February, 1997.



MARIBEL LOPEZ
My Commission CC395506
Expires Jul. 28, 1998
Bonded by HAI
000-422-1553

Maribel Lopez
Notary Signature

Maribel Lopez
Printed Notary Signature

CERTIFICATE OF DESIGNATION 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.

First - That MIAMI ELITE SENIOR ALL-STARS, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in these Articles of Incorporation has named CHARISSE BLANCO located at 8820 SW 21 STREET City of Miami County of Dade State of Florida, as its agent to accept service of process within this state.

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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.

Signature: Charisse Blanco
as Registered Agent

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

I hereby Certify that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared CHARISSE BLANCO known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above-named person: D.L.# B452-101-76-766-0, OR Personal Knowledge and that an oath (was) (was not) taken.

Witness my hand and seal in the County and State last aforesaid this 27 day of February, 1997.



MARIBEL LOPEZ
My Commission No. CC905508
Expires Jul. 20, 1998
Bonded by HAI
800-422-1555

Maribel Lopez
Notary Public

Maribel Lopez
Printed Notary Signature

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TALLAHASSEE, FLORIDA