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TO: STATE OF FLORIDA  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

97 JUN 23 PM 3:00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Please find enclosed a check for \$70.00 to pay the corporate filing fee and the registered agent fee for the corporation whose articles accompany this letter.

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-06/23/97--01183--01  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

IF THERE ARE ANY PROBLEMS WITH THIS FILING  
DO NOT RETURN THESE FORMS, INSTEAD PLEASE  
CALL COLLECT TO (407) 869-5766  
OR FAX YOUR CORRESPONDENCE TO (407) 869-5207

When the filing has been completed please return our photocopy of these articles by:

- ☐ EXPRESS DELIVERY USING THE ENCLOSED PAPERWORK  
☐ REGULAR MAIL TO THE CORPORATIONS MAILING ADDRESS  
☒ REGULAR MAIL TO N.A.M.S.  
841 DOUGLAS AVENUE STE. 104  
ALTAMONTE SPRINGS, FL 32714

Thank you for your assistance.

Sincerely,

Joe Pires  
General Manager

PH  
6/24/97

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97 JUN 23 PM 3:01

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
Universal Soccer Shop, Inc.  
A CLOSE CORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

Universal Soccer Shop, Inc.

The principal address of the corporation shall be:

1719 S.R. 419  
Longwood, FL 32750

ARTICLE II NATURE OF BUSINESS

The corporation is in the business of operating a soccer pro shop. In addition, the corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III STOCK

3.1 The corporation shall authorize a total of 1000 shares of stock having a par value of one dollar.

3.2 The corporation shall authorize only one class of stock.

3.3 All of the corporations' issued stock, exclusive of treasury shares, shall be held of record by not more than thirty (30) persons.

3.4 The corporation shall make no offering of any of it's stock of which would constitute a public offering within the meaning of the United States Securities Act of 1933, as it may be amended from time to time.

#### ARTICLE IV TERMS OF EXISTENCE

This corporation shall exist perpetually.

#### ARTICLE V OFFICERS AND DIRECTORS

No officers or directors yet elected.

#### ARTICLE VI INCORPORATOR

The name and address of the incorporator of these articles of incorporation is:

Paul Daniel  
1719 S.R. 419  
Longwood, FL 32750

#### ARTICLE VII LIABILITY WAIVER

No person who is or formerly was an Incorporator, Director, Officer, or Registered Agent of the corporation shall have any liability to the corporation or to any stockholder of the corporation for money damages in connection with any action, or failure to act in his capacity as an Incorporator, Director, Officer, or Registered Agent: provided however, that nothing contained herein shall restrict or limit the liability of any person (a) to the extent that it is proved that such person received an improper benefit or profit in money, property or services, or (b) to the extent that a judgement or other final adjudication adverse to such person is entered in the proceeding that such person's action or failure to act, was the result of active and deliberate dishonesty and was material to the cause of action adjudicated in the proceeding.

FILED

97 JUN 23 PM 3:01

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

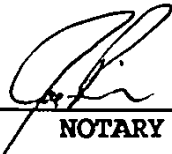
IN WITNESS WHEREOF, the undersigned incorporator has  
executed these Articles of Incorporation on June 19th, 1997.

SIGNATURE OF INCORPORATOR:



State of Florida, County of Seminole

The foregoing instrument was acknowledged and sworn to before me  
on June 19th, 1997, by: Paul Daniel, the Incorporator of  
Universal Soccer Shop, Inc. who was identified by a drivers  
license from the state of FL bearing the number  
D540-681-54-468-0.

  
\_\_\_\_\_  
NOTARY PUBLIC

My commission expires:



JOE PIRES  
COMMISSION # CC 468514  
EXPIRES MAY 31, 1999  
BONDED THRU  
ATLANTIC BONDING CO., INC.

CERTIFICATE DESIGNATING  
REGISTERED AGENT/REGISTERED OFFICE FOR  
Universal Soccer Shop, Inc.

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97 JUN 23 PM 3:01

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

1. The name of the corporation is:

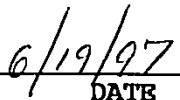
Universal Soccer Shop, Inc.

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

Paul Daniel  
1719 S.R. 419  
Longwood, FL 32750

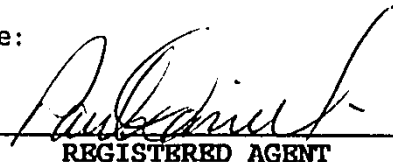
Signature:


  
INCORPORATOR

  
DATE

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 and obligations of Section 607.325, Florida Statutes.

Signature:

  
REGISTERED AGENT

  
DATE