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C. GUY B...
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SCOTT D. ITTERSAGEN
MARIO P. GUNDERSON
ROBERT H. BERNTSSON
JERRY S. PAUL

Reply

Englewood

October 6, 1997

SENT VIA UPS NEXT DAY AIR

Leon Branch
Attorneys' Title Insurance Fund, Inc.
660 E. Jefferson Street, Suite 200
Tallahassee, Florida 32301

Return to
P/U ASAP

Re: THE BRAZILIAN SOCCER ACADEMY, INC.

100002314261--4
-10/07/97--01075--015
*****70.00 *****70.00

To Whom It May Concern:

Please file the enclosed Articles of Incorporation with the Secretary of State, along with a copy of same. We would appreciate you returning to this office a copy of the filed Articles as soon as possible. We have enclosed our check payable to the Secretary of State for \$70.00 and we understand that you will bill us \$10.00 for your services.. Please Fax verification to our office when the Articles have been filed.

Thank you for your cooperation in this regard.

Sincerely,

Scott D. Ittersagen

SDI/bu
Enclosures

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FILED
97 OCT -7 PH 4:36
TALLAHASSEE
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
THE BRAZILIAN SOCCER ACADEMY, INC.

FILED
97 OCT -7 PM 4:36
SEC
TALLAHASSEE
FLA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE 1. - NAME AND ADDRESS

The name of this corporation is The Brazilian Soccer Academy, Inc., a Florida corporation, and the principal office is located at 1501 Casparilla Road, Boca Grande, Florida 33921.

ARTICLE 2. - DURATION OF CORPORATION EXISTENCE

This corporation shall exist perpetually.

ARTICLE 3. - PURPOSES

The general purposes for which this corporation is organized include the transaction of any or all lawful business for which corporations may be incorporated under the provisions of Chapter 607, Florida Statutes, as the same now exists or as it may hereafter be changed.

ARTICLE 4. - CAPITAL STOCK

The aggregate number of shares of stock this corporation is authorized to have outstanding at any time is 7,500 shares of common stock having a par value of \$1.00 per share. There shall be no other type or class of stock.

ARTICLE 5. - ADDRESS AND RESIDENT AGENT

The street address of the initial registered office of this corporation shall be c/o Batsel, McKinley, Ittersagen, Gunderson & Berntsson, P.A., 1861 Placida Road, Suite 204, Englewood, Florida 34223. The name of the initial registered agent at such address is Scott D. Ittersagen.

ARTICLE 6. - DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by bylaws adopted by the shareholders, but shall never be less than one nor more than five.

ARTICLE 7. - INITIAL DIRECTORS

The name and post office address of the initial director is:
Admiral de Paula, P.O. Box 475, 1501 Casparilla Road, Boca Grande, Florida 33921

ARTICLE 8. - INCORPORATORS

The name and post office address of the incorporator of this corporation is: Ademir de Paula, P. O. Box 475, 1501 Gasparilla Road, Boca Grande, Florida 33921.

ARTICLE 9. - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned have hereunto subscribed their names and affixed their seals this 6 day of October, 1997.

Witnesses:

Barbara B Underwood
Mary S Ward

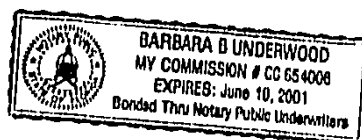
Ademir A. de Paula
Ademir de Paula

STATE OF FLORIDA
COUNTY OF CHARLOTTE

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, Ademir de Paula, who is personally known to me, or who did provide F. Paula Drivers Lic as identification and who did/did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Englewood, said County and State, this 6 day of October, 1997.

Barbara B Underwood
Notary Public
My commission expires:



CERTIFICATE DESIGNATING A REGISTERED AGENT AND REGISTERED OFFICE
FOR THE SERVICE OF PROCESS

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

THE BRAZILIAN SOCCER ACADEMY, INC., a Florida corporation, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at Englewood, County of Charlotte, State of Florida, has designated SCOTT D. ITTERSAGEN, whose street address is 1861 Placida Road, Suite 204, Englewood, Florida 34223, as its agent to accept service of process within this state.

ACCEPTANCE

Having been designated as agent to accept service of process for the above-named corporation, at the place stated in this certificate, I hereby agree to act in this capacity and to comply with the provision of said law relative to same.


Registered Agent

42797A02

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JCA