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TO: DIVISION OF CORPORATIONS

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

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NAME: MAJOR LEAGUE HEROS NO. 1, INC.
AUDIT NUMBER.....H98000000966

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

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OF COUNSEL
WILLIAM C. OWEN

GOVERNMENTAL RELATIONS
EMBERLY WENTHER
THOMAS A. PERNAVARIA, JR.
NOT A MEMBER OF FLA BAR

January 15, 1998

Florida Department of State
Secretary of State
Division of Corporations/New Filing
P.O. Box 6327
Tallahassee, Florida 32314

Re: W98000001044

Dear Sir:

This correspondence is in reference to the above matter and the Articles of Incorporation which were electronically transmitted to you for filing by my client. Please be advised that my client, Ralph Lamberti is aware of the existence of a corporation by the name of Major League Heros, Inc. The business held and conducted by Major League Heros, Inc. which is already in existence is being purchased by Major League Heros No. 1, Inc. which is to be incorporated. Should you have any further questions or need further documentation to proceed with the filing of the Articles of Incorporation, please advise.

Thank you for your time and consideration.

Sincerely,


DOMENICA L. FRASCA

DLF:sk

cc: Ralph J. Lamberti

PIUSRUDEMAJORLEASPCSTATE.LTR

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ARTICLES OF INCORPORATION

OF

MAJOR LEAGUE HEROS NO. 1, INC.

(4)

ARTICLE I - NAME

The name of this corporation is Major League Heros No 1, Inc.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 5,000 shares of One Dollar (\$1.00) par value stock.

ARTICLE V - PRE-EMPTIVE RIGHTS

In accordance with Florida Statute 607.0630, it is expressly provided herein that every shareholder of this corporation shall have pre-emptive rights in any new stock of the same kind, class or series as that which they already hold and they shall have the right to purchase their pro rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which is offered to others, which price, in the case of par value shares, may be in excess of par.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 953 W. COMMERCIAL BLVD. FORT LAUDERDALE, FL and the name of the initial registered agent of this corporation is DOMENICA FRASCA 3600 N. Federal Highway, Third Floor, Fort Lauderdale, FL 33308.

PREPARED BY:

DOMENICA FRASCA
FLORIDA BAR NO.: 564125
3600 N. FEDERAL HIGHWAY
THIRD FLOOR
FORT LAUDERDALE, FL 33308
(954) 390-0100

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ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The names and addresses of the initial Director(s) of this corporation are:

Ralph J. Lamberti
10600 NW 10th Street
Plantation, FL 33322

Director

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Ralph J. Lamberti
10600 N.W. 10th Street
Plantation, FL 33322

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned incorporator has executed this Articles of Incorporation on

January 4, 1998.

Ralph J. Lamberti
RALPH J. LAMBERTI

STATE OF FLORIDA
COUNTY OF BROWARD

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the state and county aforesaid to take acknowledgments personally appeared RALPH J. LAMBERTI known to me to be the person named in the foregoing instrument who is/are personally known or who has produced FLA DRIVER'S LICENSE as identification and who did take an oath and acknowledged before me that she executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 14th day of January, 1998.

Sherri Brookstein
NOTARY PUBLIC

My commission Expires:



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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

DOMENICA FRASCA
3600 N. FEDERAL HIGHWAY
3RD FLOOR
FORT LAUDERDALE, FL 33308

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST THAT MAJOR LEAGUE HEROS NO. 1, INC. DESIRING TO ORGANIZE OR QUALIFY UNDER THE
LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF
PLANTATION, STATE OF FLORIDA, HAS NAMED CHARLENE HAYES, AS ITS AGENT TO ACCEPT SERVICE
OF PROCESS WITHIN FLORIDA.

SIGNATURE:

Ralph J. Lamberti
RALPH J. LAMBERTI

TITLE: INCORPORATOR

DATE: JAN. 14, 1998

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 ACCEPT TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER
AND COMPLETE PERFORMANCE OF MY DUTIES

SIGNATURE:

Domenica Frasca
DOMENICA FRASCA
Registered Agent

DATE: January 14, 1998.

PAID \$20.00 MAJOR LEAGUE ARTICLES, W70

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