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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: FAS-T CORP. AGENTS, INC.
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NAME: DISCOVERY AST SPORTS CORP.

AUDIT NUMBER.....H98000002395

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

CERT. OF STATUS..0

PAGES..... 6

CERT. COPIES.....1

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
DISCOVERY AST SPORTS CORP.

The undersigned subscriber to these Articles of Incorporation, each a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

DISCOVERY AST SPORTS CORP.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities of business permitted under the laws of the United States, the State of Florida, or any other state, country, territory, or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred thousand(100,000) shares of common stock having a par value of ONE (\$1.00) per share.

Prepared By: Guardado & Doyle
175 FOUNTAINBLEU BLVD. STE#1-B
MIAMI, FL 33172
(305)221-8774

The capital stock may be paid in money, property, labor, or services, at a just valuation to be fixed by the incorporators or by the directors at a meeting called for such purpose.

ARTICLE IV. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V. INITIAL PRINCIPAL OFFICE

The initial office address of this corporation in the State of Florida is:

7491 N.W. 7th ST.
MIAMI, FL 33126

ARTICLE VI. DIRECTORS

This corporation shall have two director(s) initially. The number of directors may be increased, but not by more than Five(5).

The corporation shall indemnify and hold harmless each person who shall serve at any time thereafter as a director or officer of the corporation, and any person who serves at the request of this corporation, as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become a director or officer, of the corporation, or by reason of any action alleged to have heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any claim or claims of liability provided that no person shall be indemnified against, or be reimbursed for any expenses incurred in connection with any claim or liability as to which it shall be adjusted that such director or officer is liable for negligence or willful misconduct in the performance of his duties.

ARTICLE VII. INITIAL DIRECTORS & OFFICERS

The name and address of the members of the first Board of Directors and Officers are:

<u>NAME</u>	<u>ADDRESS:</u>
Alfredo S. Torrealba President	Ave. La Salle Edificio Amazona #11 Los Caobos Caracas, Venezuela
Fiona R. d'Esposito Vice President	7491 NW 7th ST. Miami, Fl., 33126

ARTICLE VIII. AMENDED

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 Stockholder's Meeting by a majority of the stock entitled to vote thereon.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHICH PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes,
the following is submitted, in compliance with said
Act. First that Discovery AST Sports Corp., deciding to
organize under the laws of the State of Florida with its
principal office, as indicated in the articles of
incorporation at City of Miami, County of Dade, State
of Florida has named Hannia Iriarte located at 175
Fontainebleau Blvd., Miami, State of Florida, as its
agent to accept services of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process
for the above stated corporation, at place designated
in this certificate, I hereby accept to act in this
capacity, and agree to comply within the provision of
said Act relative to keeping open said office.

By: Hannia Iriarte
Hannia Iriarte

Date: 2-2-98

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