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2/18/98

FLORIDA DIVISION OF CORPORATIONS
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((H9800003282 4))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
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NAME: INTERNATIONAL SOCCER MARKETING GROUP, INC.

AUDIT NUMBER.....H9800003282

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

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....1

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

** ENTER 'M' FOR MENU. **

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98 FEB 18 AM 10:58
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
INTERNATIONAL SOCCER MARKETING GROUP, INC.

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98 FEB 18 AM 10:58
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator(s), 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:
INTERNATIONAL SOCCER MARKETING GROUP, INC.
The principal place of business of this corporation shall be:
6750 NW 186 ST. #305 MIAMI, FL 33015

ARTICLE II NATURE OF BUSINESS

This 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 CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is:
100 SHARES AT \$1.00 PAR VALUE

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

PRESIDENT / JULIO C. VILLATE
6750 NW 186 ST #305
MIAMI, FL 33015

V. PRESIDENT / EMILIO ROMERO
6860 XAVIER CIRCLE SUITE#2
WESTMINISTER, CO 80030

Prepared By: JULIO C. VILLATE
6750 NW 186 ST #305
MIAMI, FL 33015
(305)512-4862

ARTICLE VI INCORPORATOR(S)

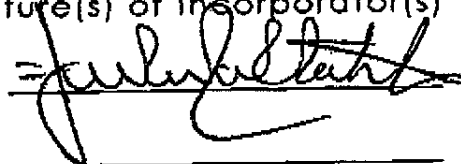
The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

PRESIDENT / JULIO C.VILLATE
6750 NW 186 ST. #305
MIAMI, FL 33015

V.PRESIDENT / EMILIO ROMERO
6860 XAVIER CIRCLE SUITE#2
WESTMINSTER, CO. 80030

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 18th day of FEBRUARY 1997.

Signature(s) of Incorporator(s)



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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 office/registered agent, in the State of Florida.

FILED
98 FEB 18 AM 10:58
CLERK OF STATE
TALLAHASSEE FLORIDA

1. The name of the corporation:

INTERNATIONAL SOCCER MARKETING GROUP, INC.

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

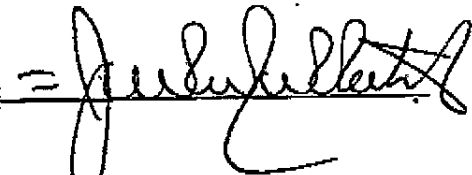
JULIO C.VILLATE 6750 NW 186 ST #305

(P.O. BOX NOT ACCEPTABLE)

MIAMI, FL 33015

(CITY/STATE/ZIP)

SIGNATURE



TITLE

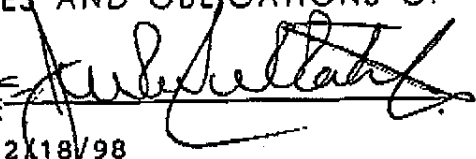
DIRECTOR

DATE

2/18/98

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 I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE



DATE

2/18/98