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FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

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NAME: USA BRASILIAN TROPICALS FUTEBOL CLUB, INC.

AUDIT NUMBER.....H98000005684

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

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ARTICLES OF INCORPORATION

OF

USA BRASILIAN TROPICALS FUTEBOL CLUB, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

USA BRASILIAN TROPICALS FUTEBOL CLUB, INC.

The address of the principal office of this corporation shall be 3965 N. Federal Hwy, Pompano Beach , Florida 33064 , and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in 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 maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$ 1.00 per share, par value.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 10 Fairway Drive Suite 219 , Deerfield Beach , Fl 33441 , and the name of the initial registered agent of the corporation at that address is Scott E. Tillem.

Prepared By:
Scott E. Tillem
10 Fairway Drive Suite 219
Deerfield Beach, Fl 33441
(954)725-0720

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ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have four officers and four directors , initially. The name and street address of the initial officers and directors who shall hold office for the first year of the corporation, or until his successor is elected or appointed is(are):

Marcello Luis Vargas
10282 Boca Entrada Blvd #210
Boca Raton, Fl 33428

President

Marcos Oliveira
3965 N. Federal Hwy
Pompano Beach, Fl 33064

Vice-Pres

Silas Soares De Azevedo
301 SW 1st St #D203
Boca Raton, Fl 33432

Treasurer

Tarcicio Giovani Ricetti
440 SE 13th Dr
Deerfield Beach, Fl 33441

Secretary

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ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Scott E. Tillem
10 Fairway Drive Suite 219
Deerfield Beach, Fl 33441

IN WITNESS WHEREOF, the undersigned has hereto set his hand on this
23rd day of March , 1998.


SCOTT E. TILLEM

ARTICLE VIII. REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.


SCOTT E. TILLEM
(REGISTERED AGENT)

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