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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 27 AM 9:41

February 2, 1998

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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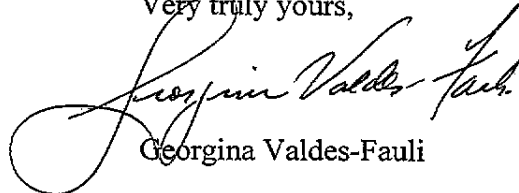
Re: The American League, Inc.

Gentlemen:

Enclosed please find two (2) Articles of Incorporation along with my check in the amount of \$122.50 for the incorporation fee. Please return one stamped copy of the articles to me once you have recorded same.

If you should have any questions, please do not hesitate to contact me.

Very truly yours,



Georgina Valdes-Fauli

GVF/
Enclosures

Georgina Valdes-Fauli
4401 Alhambra Circle
Coral Gables, FL 33146

D. BROWN APR 29 1998

**CERTIFICATE OF INCORPORATION
OF
THE AMERICAN LEAGUE, INC.**

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We the undersigned, hereby associate ourselves together for the purpose of becoming a Corporation under the Laws of the State of Florida, under the provisions of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a Corporation for profit, generally, and hereby make, subscribe, acknowledge and file this Certificate for the purpose of becoming a Corporation under the Laws of the State of Florida.

ARTICLE I

Name of the Corporation

The name of this Corporation shall be THE AMERICAN LEAGUE, INC.

ARTICLE II

Nature of Business

The general nature of the business to be transacted by this Corporation is:
**TO ENGAGE IN ANY ACTIVITIES OR BUSINESS PERMITTED UNDER
THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA.**

ARTICLE III

Capital Stock

The maximum number of shares of capital stock authorized to be issued by this Corporation shall be TWENTY (20) shares, each having a par value of FIVE DOLLARS (\$ 5.00) of said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property, or in labor or services at a fair valuation to be fixed by the incorporator, or by the Board of Directors, at a meeting called for such purpose. All stock when issued shall be fully paid for and shall be non-assessable.

ARTICLE IV

Initial Capital

The amount of capital with which this Corporation shall begin business shall be One Hundred (\$ 100.00) Dollars.

ARTICLE V

Principal Office

The following shall be street address and the principal office of this Corporation, but the Corporation shall have the power to move the principal office to any other address in the State of Florida, and to establish branch offices and other places of business at such other places within or without the State of Florida that may be deemed expedient: 4401 Alhambra Circle, Coral Gables, FL 33146.

ARTICLE VI

Directors

There shall be a Board of Directors for this Corporation which shall consist of ONE person. The number of Directors may be increased or diminished from time to time as determined by the By-Laws, but shall never be less than ONE (1). Each of said Directors shall be of full age and at least one of them shall be a citizen of the United States. Any Director may be removed at any annual or special meeting of stockholders called in accordance with the By-Laws of the Corporation, by the same vote as that required to elect a Director.

ARTICLE VII

Initial Board of Directors

The names and addresses of the first Board of Directors is as follows:

<u>Names</u>	<u>Addresses</u>	<u>Office</u>
Georgina Valdes-Fauli	4401 Alhambra Circle Coral Gables, FL 33146	4401 Alhambra Circle Coral Gables, FL 33146

The members of the first Board of Directors, unless otherwise provided by the By-Laws, shall hold office for the first year of the existence of the Corporation or until their successors are elected or appointed and have qualified.

ARTICLE VIII

Subscribers

The names and addresses of each subscriber to these Articles of Incorporation and the number of shares of stock each agrees to purchase are:

<u>Names</u>	<u>Addresses</u>	<u>No. of Shares</u>
Georgina Valdes-Fauli	4401 Alhambra Circle Coral Gables, FL 33146	20

The private property of the stockholders shall not be subject to the payment of the Corporation's debt to any extent whatsoever.

ARTICLE IX

Conflict of Interest

No contract or other transaction between this Corporation and any other Corporation, and no act of this Corporation shall in any way be effected or invalidated by the fact that any of the officers of this Corporation are pecuniarily or otherwise interested in, or are Directors of officers of, such other Corporation; any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or

transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any Director of this Corporation or who is so interested may be counted in determining the existence of a quorum at any such meeting of the Board of Directors, and may vote at any such meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, with like force and effect as if he were not such a Director or officer of such other Corporation or not so interested.

ARTICLE X
Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the Laws of the State of Florida, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned, has executed these Articles of Incorporation for the uses and purposes stated therein on this 1st day of February, 1998.

President - Secretary


Georgina Valdes-Fauli

State of Florida)

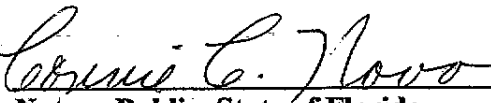
) SS:

County of Dade)

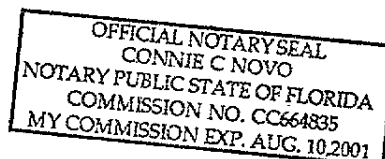
I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared Georgina Valdes-Fauli, to me known to be the person described as the subscribers in and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to said Articles of Incorporation and they are personally known to me.

WITNESS my hand and official seal in the County and State above named, this 1st day of February, 1998.

My Commission Expires:
8-10-2001


Notary Public, State of Florida

Print Name: CONNIE C. NOVO



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

**In pursuance of Chapter 48.091 Florida Statutes, the following is submitted,
in compliance with said Act:**

**First -- That GEORGINA VALDES-FAULI qualified to do business under
the laws of the State of Florida with its principal office at 4401 Alhambra Circle,
Coral Gables, FL 33146 has appointed: Michael A. Novo, Esq. - 5730 S.W. 14th
Street, Miami, FL 33144, County of DADE State of Florida, as its agent to accept
service of process within this state.**

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

**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 with the provision of said Act relative to keeping open
said office.**

By: Michael Novo
Resident Agent