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LIZARUS CORPORATE FILING SERVICE, INC.

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3320 S.W. 87th AVENUE

(Address)

MIAMI, FLORIDA (305)552-5973

(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

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OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. THE ULTIMATE SOCCER WORLD NO. 1 INC. (Corporation Name) (Document #)

2. \_\_\_\_\_ (Corporation Name) (Document #)

3. \_\_\_\_\_ (Corporation Name) (Document #)

4. \_\_\_\_\_ (Corporation Name) (Document #)

- Walk in
- Pick up time 2:00
- Mail out
- Will wait
- Photocopy
- Certificate of Status
- Certified Copy

RECEIVED  
 98 JUL 29 AM 11:02  
 DIVISION OF CORPORATION  
 TALLAHASSEE FLORIDA  
 SECRETARY OF STATE  
 98 JUL 29 PM 12:10  
 FILED

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

**ARTICLES OF INCORPORATION  
OF  
THE ULTIMATE SOCCER WORLD NO. 1, INC.**

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA  
**FILED**

**ARTICLE I - NAME**

The name of this corporation is: THE ULTIMATE SOCCER WORLD NO. 1, INC.

**ARTICLE II - PURPOSE**

This corporation is organized for the transaction of any and all lawful business for which corporations may be incorporated in the State of Florida.

**ARTICLE III - CAPITAL STOCK**

This corporation is authorized to issue One Hundred (100) shares of common stock at One Dollar (\$1.00) par value.

**ARTICLE IV - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof at the price at which it is offered to others.

**ARTICLE V - PRINCIPAL OFFICE**

The principal office of the corporation is: 12193 Pembroke Road, Pembroke Pines, FL 33027.

**ARTICLE VI - INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The principal address of the initial registered office of the corporation is: 2151 Le Jeune Road, Mezzanine, Coral Gables, FL 33134-4200, and the name of the initial registered agent of this corporation at that address is: Gus Suarez, Esq.

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This corporation shall have 3 director(s) initially. The number of directors may be either increased or diminished from time to time as provided for in the By-laws, but shall never be less than

one. The name(s) and address(es) of the initial director(s) of this corporation is/are: Brian F. Carr, 12193 Pembroke Road, Pembroke Pines, FL 33027; Stephen M. Enos, 12193 Pembroke Road, Pembroke Pines, FL 33027; and Denise R. Enos, 12193 Pembroke Road, Pembroke Pines, FL 33027.

#### ARTICLE VIII - DURATION

This corporation shall have perpetual existence commencing at the time of filing of the Articles of Incorporation with the Secretary of State.

#### ARTICLE IX - INCORPORATORS

The name(s) and address(es) of the person(s) signing these Articles of Incorporation is/are: Brian F. Carr, 12193 Pembroke Road, Pembroke Pines, FL 33027.

#### ARTICLE X - BY-LAWS

The power to adopt, amend or repeal the by-laws shall be vested in the Board of Directors and the Shareholders.

#### ARTICLE XI - AMENDMENT TO ARTICLES OF INCORPORATION

The Articles of Incorporation may be amended as provided by law.

#### ARTICLE XII - VOTING RIGHTS

The entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding shares of common stock.

#### ARTICLE XIII - GENERAL OPERATION PROCEDURES

The affairs of this corporation shall be conducted by the incorporator(s) until such time as the stock of the corporation is issued to the subscriber(s) of the stock of this corporation. The authority of the incorporator(s) shall include: 1) the adoption of the Articles of Incorporation, and 2) such other activities as are necessary to the administration of the affairs of this corporation during the period of



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA AND NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED.**

Having been named to accept service of process for THE ULTIMATE SOCCER WORLD NO. 1, INC. at the place designated in its articles of incorporation, I hereby agree to act in this capacity and to comply with the provisions of F.S. 607.0505 and all statutes relative to the proper and complete performance of my duties.

Dated: July 20<sup>th</sup>, 1998.



Gus Suarez, Registered Agent

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