

P9800006648

OFFICE USE ONLY (Document #)

LAZARUS CORPORATE FILING SERVICE, INC.

(Requestor's Name)

3320 S.W. 87th AVENUE

(Address)

MIAMI, FLORIDA (305)552-5973

(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

300002601453--7  
-07/29/98--01050--027  
\*\*\*\*122.50 \*\*\*\*122.50

OFFICE USE ONLY

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

1. THE ULTIMATE SOCCER WORLD MAGAZINE  
(Corporation Name) (Document #)

2. INC.  
(Corporation Name) (Document #)

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

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

☒ Walk in ☒ Pick up time 2:00

☒ Certified Copy

☐ Mail out ☐ Will wait

☐ Photocopy

☐ Certificate of Status

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

RECEIVED  
98 JUL 29 AM 11:02  
DIVISION OF CORPORATION SECRETARY OF STATE  
TALLAHASSEE FLORIDA  
FILED  
98 JUL 29 PM 12:24

7/29/98

Examiner's Initials

**ARTICLES OF INCORPORATION  
OF  
THE ULTIMATE SOCCER WORLD MAGAZINE, INC.**

**FILED**  
98 JUL 29 PM 12:25  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLE I - NAME**

The name of this corporation is: THE ULTIMATE SOCCER WORLD MAGAZINE, 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

time prior to the issuance of stock to the subscriber(s) and the meeting of the first Board of Directors. Once the stock of the corporation has been issued, the affairs of this corporation shall be conducted by the stockholders and the Board of Directors according to law.

IN WITNESS WHEREOF, the undersigned incorporator(s) has/have executed these Articles of Incorporation this 20<sup>th</sup> day of July, 1998.

  
BRIAN F. CARR

STATE OF FLORIDA )

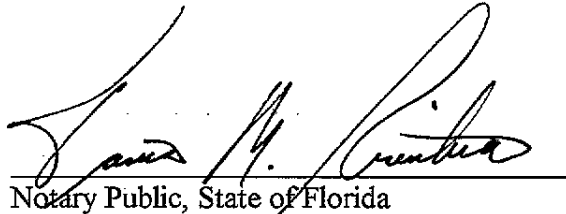
SS

COUNTY OF DADE )

THE FOREGOING INSTRUMENT was acknowledged before me this 27<sup>th</sup> day of July, 1998, by Brian F. Carr, who is personally known to me or produced DRIVER LICENSE as identification and who did (did not) take an oath.

My Commission Expires:



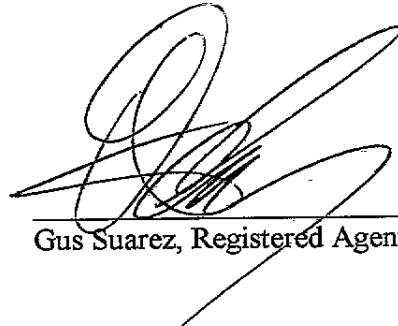
  
Notary Public, State of Florida

\_\_\_\_\_  
Name and Serial No. of Notary

**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 MAGAZINE, 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 20th, 1998.



Gus Suarez, Registered Agent

**FILED**  
98 JUL 29 PM 12:24  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA