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NAME: WEST MIAMI BASEBALL CLUB, INC.

AUDIT NUMBER.....H98000016629

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

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ARTICLES OF INCORPORATION

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OF

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

WEST MIAMI BASEBALL CLUB, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation:

Article I  
Name

The name of the corporation is: WEST MIAMI BASEBALL CLUB, INC.

Article II  
Duration

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

Article III  
Nature of Business

This corporation is organized for the purpose of transacting any or all lawful business.

Article IV  
Capital Stock

(a) Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having a par value of \$1.00 per share.

(b) Preemptive Rights. Shareholders shall have no preemptive rights.

(c) Cumulative Voting. Cumulative voting shall not be permitted.

This Document Prepared by:  
JACQUELINE M. VALDESPINO, ESQUIRE  
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**Article V**  
**Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is : 6101 South West 16th Terrace, Miami, FL 33155. The name of the initial registered agent of this corporation JULIO PUJOL. The principle office of the corporation 6101 South West 16th Terrace, Miami, FL 33155.

**Article VI**  
**Directors**

(a) **Number.** This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

(b) **Initial Directors.** The names and street addresses of the members of the first board of directors of the corporation are:

<b><u>Names</u></b>	<b><u>Street Addresses</u></b>
JULIO PUJOL	1450 South West 62nd Avenue Miami, FL 33144
IVAN CHAVEZ	5911 South West 9th Terrace Miami, FL 33144

(c) **Compensation.** The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

(d) **Indemnification.** The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

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**Article VII**  
**Bylaws**

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

**Article VIII**  
**Incorporator**

The name and street address of the incorporator of this corporation is: Julio Pujol, 1450 South West 62nd Avenue, Miami, FL 33144.

**Article IX**  
**Amendment**

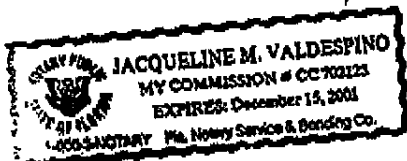
This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the Incorporator has executed these Articles this 4<sup>th</sup> day of Sept, 1998.

Julio Pujol  
JULIO PUJOL

STATE OF FLORIDA     )  
                                  ) SS  
COUNTY OF DADE     )

The foregoing instrument was acknowledged before me this 4 day of Sept, 1998 by JULIO PUJOL who is personally known to me and who did take an oath.



[Signature]  
Notary Public, State of Florida  
at Large  
My Commission Expires:

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


In compliance with Section 48.091, Florida Statutes, the following is submitted:

WEST MIAMI BASEBALL CLUB INC., desiring to organize or qualify under the laws of the State of Florida with its principal place of business at: 6101 South West 16th Terrace, Miami, FL 33155 has named JULIO PUJOL located at: 6101 South West 16th Terrace, Miami, FL 33155, as its agent to accept service of process within Florida.

  
JULIO PUJOL  
Incorporator

Dated: Sept 5, 1998

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.

  
JULIO PUJOL  
Registered Agent

Dated: Sept 5, 1998

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