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200002837792-5

-04/13/99-01043-023

\*\*\*\*\*78.75 \*\*\*\*\*78.75

OFFICE USE ONLY

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

1. P. S. N. SOCCER CORP.

(Corporation Name)

(Document #)

2. \_\_\_\_\_

(Document #)

3. \_\_\_\_\_

(Document #)

4. \_\_\_\_\_

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Walk in



Pick up time

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Certified Copy

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Certificate of Status

99 APR 13 PM 12:37  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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99 APR 13 AM 11:39  
DIVISION OF CORPORATION

Examiner's Initials

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

ARTICLES OF INCORPORATION

of

P.S.N. SOCCER CORP.

We, the undersigned, hereby associate ourselves for the purpose of becoming a corporation under the laws of the State of Florida and under the statute of the State of Florida providing for the formation right, privileges, immunities and liabilities of Incorporating for profit, it is:

ARTICLE I

THE NAME OF CORPORATION SHALL BE: P.S.N. SOCCER CORP.

ARTICLE II

The corporation shall engage in any activity or business permitted under the laws of the State of Florida and of the United States of America.

ARTICLE III

The maximum number of shares which the corporation is authorized to issue and have outstanding at any one time is 500 share of common stock, and which common stock ~~shall have a par value of \$ 1.00~~ - (Shall have a par value of \$ 1.00 per share).

All stock is to be issued as fully paid and exempt from assessment.

ARTICLE IV

The pledge, sale transfer or other disposition of the capital stock may be governed and restricted by the By-Laws or written agreement among the stockholders which shall be on file in the office of the offices of the corporation so named in Article VII herein.

The By-Laws may provide for cumulative voting by stockholders at all election of the directors of the corporation.

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SECRETARY OF STATE  
TALLAHASSEE

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ARTICLE V

The amount of capital with which this corporation may begin business shall not be less than Five Hundred (\$500.00) Dollars.

ARTICLE VI

The existence of the corporation is perpetual.

ARTICLE VII

The initial post office address and principal offices of the corporation in the State of Florida shall be 18440 NW 78 AVE.

MIAMI, FLORIDA 33015

Directors may from time to time move the principal offices to any other address within the State of Florida. The registered agent is:

MARCELO A. MICELI . Address: 18440 NW 78 AVE. MIAMI, FL 33015

ARTICLE VIII

The business of the corporation shall be managed by a Board of Directors consisting of no less than (2) nor more than (5) directors. A quorum for the holding of a meeting of the Board of Directors, and for the transaction of any business properly carried out by the directors on behalf of the corporation, shall consist of a majority of the members thereof. But, the directors, by unanimous consent in writing, included in the minutes of the corporation, may consent to the doing of any act and such consent in writing shall have the same force and effect as though a formal meeting had been held pursuant to call being duly made and as though the said act had been completed and authorized at a meeting at which a quorum had been present, and/or such duties may be delegated to an "Executive Committee".

ARTICLE IX

The names and post office addresses of the members of the first Board of Directors and state of corporate officers are as follows:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
ARTURO A. MICELI	PRESIDENT	18440 NW 78 AVE. MIAMI, FL 33015
MARCELO A. MICELI	VICE PRESIDENT/SECRETARY	18440 NW 78 AVE. MIAMI, FL 33015

ARTICLE X

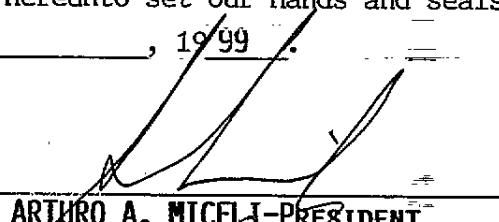
The names and post office addresses of the subscribers to the Articles of Incorporation, and the number of shares of stock that they agree to take are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>CASH VALUE</u>
ARTURO A. MICELI	18440 NW 78 AVE. MIAMI, FL 33015	250	\$ 250.00
MARCELO A. MICELI	18440 NW 78 AVE. MIAMI, FL 33015	250	\$ 250.00

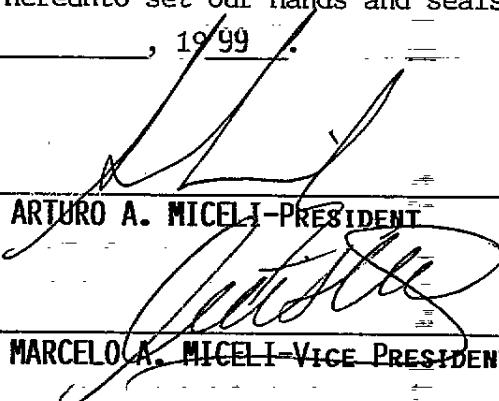
ARTICLE XI

The stock of the corporation may be issued pursuant to the provisions under \* 1244 of the Internal Revenue Code in order for the stockholders of the corporation may receive the benefits thereunder.

IN WITNESS WHEREOF: We have hereunto set our hands and seals this  
9TH day of APRIL, 1999.

  
ARTURO A. MICELI-PRESIDENT

(SEAL)

  
MARCELO A. MICELI-VICE PRESIDENT/SECRETARY

(SEAL)

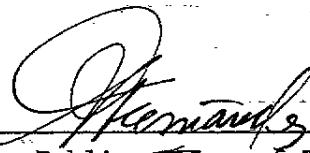
  
(SEAL)

STATE OF FLORIDA;  
COUNTY OF MIAMI-DADE

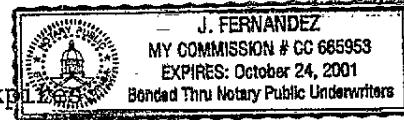
I hereby certify that this day personally appeared before me, an officer duly authorized to take acknowledgments and administer oaths in the State of Florida, ARTURO A. MICELI AND MARCELO A. MICELI

to me well known to be persons described in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that they executed the same freely and voluntarily for the purpose therein expressed.

WITNESS: my hand and official seal this 9TH day of APRIL, 1999, at MIAMI, County of MIAMI-DADE, State of Florida.

  
\_\_\_\_\_  
Notary Public, State of Florida at Large

My Commission Expires



**CERTIFICATE DESIGNATING**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: P.S.N. SOCCER CORP.

2. The name and address of the registered agent and office is:

MARCELO A. MICELI

18440 NW 78 AVE.

(P. O. BOX NOT ACCEPTABLE)

MIAMI, FL 33015

(CITY/STATE/ZIP)

SIGNATURE \_\_\_\_\_

*(Corporate Officer)*

TITLE \_\_\_\_\_ PRESIDENT

DATE \_\_\_\_\_ 4/9/99

99 APR 13 PM 12:37  
TALLAHASSEE FLORIDA  
SECRETARY OF STATE  
FILED

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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE \_\_\_\_\_

*(Registered Agent)*

DATE \_\_\_\_\_ 4/9/99