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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JUN -7 PM 3:15

JAMES BLANKENSHIP SOCCER CAMPS, INC.  
5021 SW 77th Street  
Miami, Florida 33143  
(305)-666-7735

June 3, 1999

Mr. James M. Blankenship  
5021 SW 77th Street  
Miami, Fl. 33143

100002896681--9  
-06/07/99--01119--013  
\*\*\*\*122.50 \*\*\*\*\*78.75

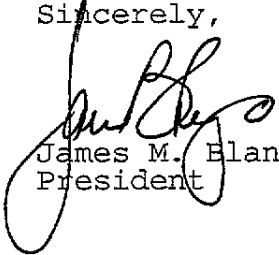
Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Fl. 32314

Ref: James Blankenship Soccer Camps, Inc.

Dear Sirs;

I enclose the Articles of Incorporation for "James Blankenship Soccer Camps, Inc." a corporation I would like to have registered as a new Corporation with the State of Florida. Please accept this filing and issue the normal certification notice to me as soon as possible. I am also enclosing the \$ 122.50 fee for the filing of the Corporation.

Sincerely,

  
James M. Blankenship  
President

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ARTICLES OF INCORPORATION  
OF

JAMES BLANKENSHIP SOCCER CAMPS, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person, competent to contract hereby forms a Corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation is: James Blankenship Soccer Camps, Inc.

ARTICLE II

The general nature of the business to be transacted by this Corporation is: The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is One Hundred (100) Shares of common stock, having a par value of One (\$ 1.00) Dollar per share.

ARTICLE IV

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

ARTICLE V

The initial post office address of the principal office of this Corporation in the State of Florida is:

5021 SW 77th Street  
Miami, Fl. 33143

ARTICLE VI

The initial registered Resident Agent for the Corporation and the initial address of the Registered Agent is:

James M. Blankenship  
5021 SW 77th Street  
Miami Fl. 33143

ARTICLE VII

The stockholders may from time to time move the principal office of this Corporation to any other address in Florida.

ARTICLE VIII

This corporation shall have one (1) director initially, but the number of directors may be increased from time to time, by By-Laws adopted by the stockholders but shall not be less than one (1).

ARTICLE IX

The names and post office addresses of the first Board of Director is:

James M. Blankenship  
5021 SW 77th Street  
Miami, Fl. 33143

ARTICLE X

These Articles of Incorporation may be amended in a manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting, by a majority of the stock entitled to vote thereon.

ARTICLE XI

The name and address of the incorporator to these Articles of Incorporation is: James M. Blankenship  
5021 SW 77th Street  
Miami, Fl. 33143

  
James M. Blankenship

STATE OF FLORIDA )

SS

COUNTY OF BROWARD )

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County named above to take acknowledgements, personally appeared.

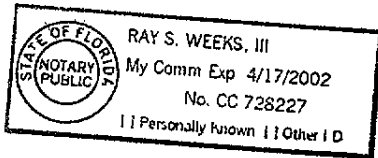
James M. Blankenship

to me known to be the person who subscribed to the foregoing Articles of Incorporation, and acknowledged before me that he did subscribe hereto for the use and purpose herein mentioned and set forth.

Witness my hand and official seal in the County and State above set forth this 4 day of JUNE, 1999.

NOTARY PUBLIC

My Commission Expires:



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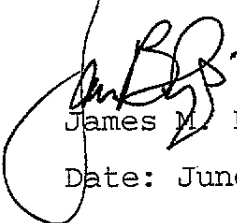
CERTIFICATE DESIGNATING PLACE OF BUSINESS OF  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, OF THE FLORIDA  
STATUTES THE FOLLOWING IS SUBMITTED:

That James Blankenship Soccer Camps, Inc. is desiring  
to organize or qualify under the laws of the State of  
Florida, with its principal place of business at Miami,  
STATE OF FLORIDA, has named

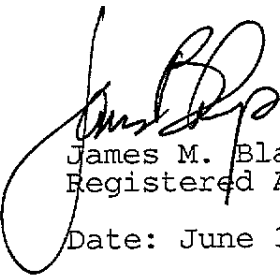
who is located at James M. Blankenship  
5021 SW 77th Street  
Miami, Fl. 33143

as its agent to accept service of process within Florida.

  
James M. Blankenship

Date: June 3, 1999

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.

  
James M. Blankenship  
Registered Agent

Date: June 3, 1999