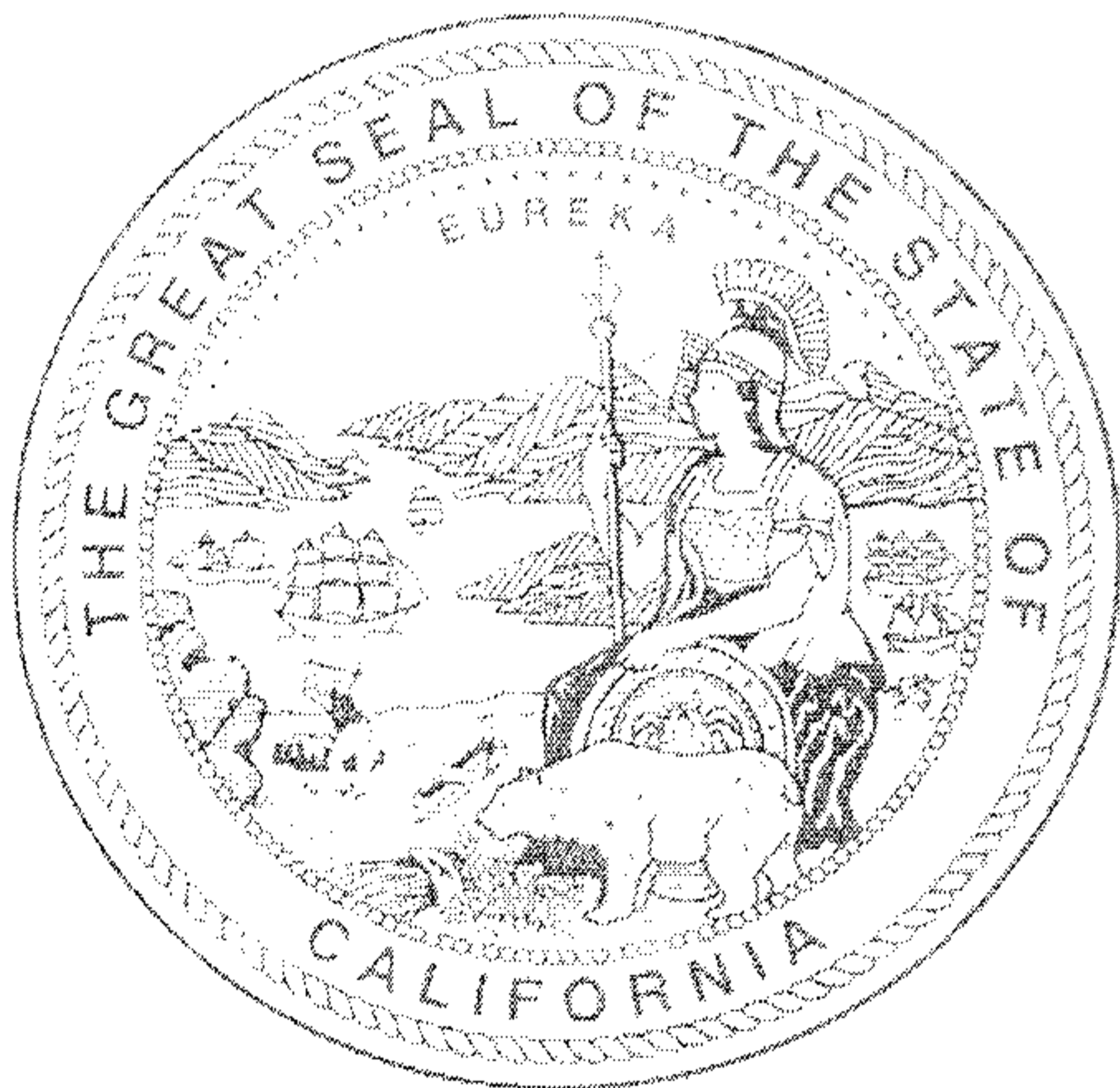


State of California
Secretary of State



I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of 2 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

Debra Bowen

DEBRA BOWEN
Secretary of State

3121342

ENDORSED - FILED
In the office of the Secretary of State
of the State of California

MAY 30 2008

Articles of Incorporation of LNYSA, Inc.
A California Nonprofit Public Benefit Corporation

1. The name of the corporation is LNYSA, Inc.
2. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public and charitable purposes.
3. The specific purpose of this corporation shall be to develop and maintain a youth soccer league and to carry on other charitable and educational activities associated with this goal as allowed by law.

This corporation is organized exclusively for fostering national or international amateur sports competition (but only if no part of its activities involve the provision of athletic facilities or equipment) within the meaning of Internal Revenue Code section 501(c)(3) or the corresponding provision of any future United States internal revenue law. Despite any other provision in these articles, the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that do not further the purposes of this corporation, and the corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Internal Revenue Code section 501(c)(3) or the corresponding provision of any future United States internal revenue law, or (b) a corporation, contributions to which are deductible under Internal Revenue Code section 170(c)(2) or the corresponding provision of any future United States internal revenue law.

4. The name and address in the State of California of the corporation's initial agent for service of process are Timothy J. Hoolihan, 29082 Ridgeview, Laguna Niguel, CA 92677.

5. Tax-exempt status

(a) This corporation is organized and operated exclusively for charitable purposes within the meaning of Internal Revenue Code section 501(c)(3).

(b) No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation; and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

(c) The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its

tax exempt status under Internal Revenue Code section 501(c)(3).

(d) The corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Internal Revenue Code section 4942 or by corresponding provisions of any later federal tax laws.

(e) The corporation will not engage in any act of self-dealing as defined in Internal Revenue Code section 4941(d) or in corresponding provisions of any later federal tax laws.

(f) The corporation will not retain any excess business holdings as defined in Internal Revenue Code section 4943(c) or in corresponding provisions of any later federal tax laws.

(g) The corporation will not make investments in a manner that would subject it to tax under Internal Revenue Code section 4944 or under corresponding provisions of any later federal tax laws.

(h) The corporation will not make any taxable expenditures as defined in Internal Revenue Code section 4945(d) or in corresponding provisions of any later federal tax laws.

Date: May 29, 2008.



Name: Noel Sheno