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1201 HAYS STREET  
TALLAHASSEE, FL 32310  
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DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032  
REFERENCE : 886913 5032267  
AUTHORIZATION : *Patricia Pizito*  
COST LIMIT : \$ 1270.00

ORDER DATE : March 19, 1996  
ORDER TIME : 11:02 AM  
ORDER NO. : 886913  
CUSTOMER NO: 5032267

500001753015

CUSTOMER: Howard F. Gordon, Esq  
Macandrews & Forbes Holdings  
Suite 700a  
5900 N. Andrews Avenue  
Fort Lauderdale, FL 33309-2300

FOREIGN FILINGS

NAME: MERIDIAN SPORTS INCORPORATED

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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*mtm*

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE  
STATE OF FLORIDA:**

1. MERIDIAN SPORTS INCORPORATED  
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language so will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. DELAWARE 3. 13-3776096  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. JUNE 30, 1994 5. PERPETUAL  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. JANUARY 2, 1995  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 5000 NORTH ANDREWS AVENUE (SUITE 700n)  
FORT LAUDERDALE, FLORIDA 33309  
(Current mailing address)
8. ANY LAWFUL PURPOSE FOR WHICH COMPANIES MAY BE INCORPORATED  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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**9. Name and street address of Florida registered agent:**

Name: Corporation Service Company  
Office Address: 1201 Hays Street, Suite 105 (Leon County)  
Tallahassee, Florida, 32301  
(Zip Code)

**10. Registered agent's acceptance:**

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

By: Corporation Service Company  
Caree K. Dole  
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: RONALD O. PERELMAN

Address: 35 EAST 62ND STREET  
NEW YORK CITY, NEW YORK 10021

Director: ~~Vice Chairman~~ ERIC HANSON

Address: 35 EAST 62ND STREET  
NEW YORK CITY, NEW YORK 10021

Director: JERRY W. LEVIN

Address: 625 MADISON AVENUE  
NEW YORK CITY, NEW YORK 10022

Director: GEORGE NAPIER

Address: 625 MADISON AVENUE  
NEW YORK CITY, NEW YORK 10022

B. OFFICERS

President: GEORGE NAPIER

Address: 625 MADISON AVENUE  
NEW YORK CITY, NEW YORK 10022

Executive Vice President: MARK WILSON

Address: 625 MADISON AVENUE  
NEW YORK CITY, NEW YORK 10022


VICE PRESIDENT & Secretary: GLENN P. DICKES

Address: 36/38 EAST 63RD STREET  
NEW YORK CITY, NEW YORK 10021

VICE PRESIDENT & CONTROLLER : THOMAS E. KOHUT

Address: 625 MADISON AVENUE  
NEW YORK CITY, NEW YORK 10022

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.   
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14. THOMAS E. KOHUT, VICE PRESIDENT & CONTROLLER  
(Typed or printed name and capacity of person signing application)

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ADDENDUM TO ITEM 12  
ADDITIONAL OFFICERS AND DIRECTORS  
OF  
MERIDIAN SPORTS INCORPORATED

A. ADDITIONAL DIRECTORS

DIRECTOR: JOHN B. MURRAY, JR.  
ADDRESS: 625 MADISON AVENUE  
NEW YORK CITY, NEW YORK 10022

DIRECTOR: MARTIN D. PAYSON  
ADDRESS: 625 MADISON AVENUE  
NEW YORK CITY, NEW YORK 10022

DIRECTOR: BRUCE SLOVIN  
ADDRESS: 35 EAST 62ND STREET  
NEW YORK CITY, NEW YORK 10021

B. ADDITIONAL OFFICERS

VICE PRESIDENT &  
ASSISTANT SECTY: BARRY F. SCHWARTZ  
ADDRESS: 35 EAST 62ND STREET  
NEW YORK CITY, NEW YORK 10021

ASSISTANT SECTY: JORAM C. SALIG  
ADDRESS: 36/38 EAST 63RD STREET  
NEW YORK CITY, NEW YORK 10021

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State of Delaware  
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MERIDIAN SPORTS INCORPORATED" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINETEENTH DAY OF MARCH, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MERIDIAN SPORTS INCORPORATED" WAS INCORPORATED ON THE THIRTIETH DAY OF JUNE, A.D. 1994.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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SECRETARY OF STATE  
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*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION: 7872000

DATE: 03-19-96