

**F 99000005277**

Requestor's Name  
 31 S. Calhoun St.  
 Address  
 Tallahassee, Fl. 32301 425-5686  
 City/State/Zip Phone #

Office Use Only

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

1. Sportsyal, Inc (Corporation Name) \_\_\_\_\_ (Document #)
2. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
3. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
4. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)

- Walk in       Pick up time 4:00       Certified Copy  
 Mail out       Will wait       Photocopy       Certificate of Status

NEW FILINGS	
<input 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 checked="" type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Examiner's Initials

FILED  
 SECRETARY OF STATE  
 DIVISION OF CORPORATIONS  
 99 OCT 13 PM 2:51  
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 99 OCT 13 AM 10:12  
 FILED  
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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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

1. SPORTSYA!, INC.

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

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2. DELAWARE

(State or country under the law of which it is incorporated)

3. 13-4073478

(FEI number, if applicable)

4. AUGUST 5, 1999

(Date of incorporation)

5. PERPETUAL

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 1688 Meridian Avenue, Suite 303

Miami Beach, Florida 33139

(Current mailing address)

8. To engage in any lawful act of activity for corporations may be organized under the general corporate laws of the State of Delaware.

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: INTRASTATE REGISTERED AGENT CORPORATION

Office Address: 701 Brickell Avenue, Suite 3000

Miami, Florida, 33131  
(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.

INTRASTATE REGISTERED AGENT CORPORATION

By: Steven H. Hagen Vice President

(Registered agent's signature)

Steven H. Hagen

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: (Street address ONLY - P.O. Box NOT acceptable)

**A. DIRECTORS (Street address only - P.O. Box NOT acceptable)**

Chairman: See attached officers/directors rider

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

**B. OFFICERS (Street address only - P.O. Box NOT acceptable)**

President: See attached officers/directors rider

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Secretary: \_\_\_\_\_

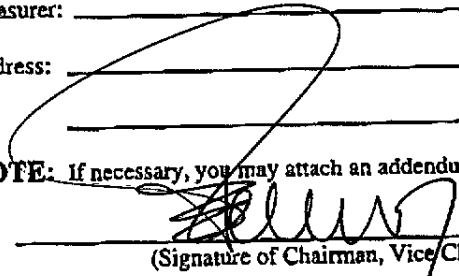
Address: \_\_\_\_\_  
\_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

**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)

Emilio Romano, President

14. \_\_\_\_\_

(Typed or printed name and capacity of person signing application)

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**RIDER**

Officers/Directors

Directors

Gerardo Rosenkranz  
% Luna Ventures LLC  
60 Arch Street  
Greenwich, Connecticut 06830

Susan Segal  
% Chase Equity Associates, L.P.  
380 Madison Avenue  
12<sup>th</sup> Floor  
New York, New York 10017

Fred Wilson  
% Flatiron Partners LLC  
257 Park Avenue South  
12<sup>th</sup> Floor  
New York, New York 10010

Rafael de Haro  
1688 Meridian Avenue, Suite 303  
Miami Beach, Florida 33139

Gaston Melo  
1688 Meridian Avenue, Suite 303  
Miami Beach, Florida 33139

Emilio Romano  
1688 Meridian Avenue, Suite 303  
Miami Beach, Florida 33139

Officers

Emilio Romano, President  
1688 Meridian Avenue, Suite 303  
Miami Beach, Florida 33139

Michel Boyance, Vice President  
1688 Meridian Avenue, Suite 303  
Miami Beach, Florida 33139

Michel Boyance, Secretary  
1688 Meridian Avenue, Suite 303  
Miami Beach, Florida 33139

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Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SPORTSYA!, INC." 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 EIGHTH DAY OF OCTOBER, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SPORTSYA!, INC." WAS INCORPORATED ON THE FIRST DAY OF JULY, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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DIVISION OF CORPORATIONS  
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*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION:

991426512

DATE:

10-08-99