

L080000034447

(Requestor's Name)

(Address)

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PICK-UP WAIT MAIL

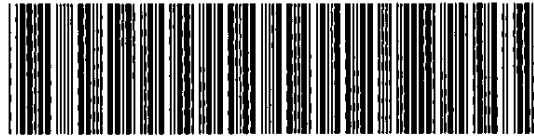
(Business Entity Name)

(Document Number)

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RECEIVED
08 APR - 4 PM 4: 50
DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
08 APR - 4 AM 8: 45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. KOHR

APR - 7 2008

EXAMINER

CORPDIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

FILED
08 APR - 4 AM 8:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CONTACT: ASHLEY SMITH

DATE: 04-04-2008

REF. #: 000321.84738

CORP. NAME: SOUTH FLORIDA STADIUM CORPORATION

- ARTICLES OF INCORPORATION ARTICLES OF AMENDMENT ARTICLES OF DISSOLUTION
 ANNUAL REPORT TRADEMARK/SERVICE MARK FICTITIOUS NAME
 FOREIGN QUALIFICATION LIMITED PARTNERSHIP LIMITED LIABILITY
 REINSTATEMENT MERGER WITHDRAWAL
 CERTIFICATE OF CANCELLATION
 OTHER: CERTIFICATE OF CONVERSION

STATE FEES PREPAID WITH CHECK# 525447 FOR \$ 180.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

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

Examiner's Initials

**CERTIFICATE OF CONVERSION
FOR
SOUTH FLORIDA STADIUM CORPORATION,
a Florida Corporation
INTO
SOUTH FLORIDA STADIUM LLC,
a Florida Limited Liability Company**

FILED
08 APR -4 AM 8:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Certificate of Conversion and the attached Articles of Organization are submitted to convert South Florida Stadium Corporation, a Florida corporation (the "Other Business Entity") into South Florida Stadium LLC, a Florida limited liability company, in accordance with Section 608.439 of the Florida Limited Liability Company Act and Sections 607.1112 and 607.1113 of the Florida Business Corporation Act.

G84962

1. The name of the Other Business Entity immediately prior to the filing of this Certificate of Conversion is South Florida Stadium Corporation (the "Corporation").

2. The Corporation is a corporation which was incorporated under the laws of the State of Florida on February 15, 1984.

3. The name of the Florida limited liability company into which the Corporation has been converted as set forth in the attached Articles of Organization is South Florida Stadium LLC.

4. The Corporation has been converted into a Florida limited liability company in compliance with the Florida Business Corporation-Act and the conversion complies with the applicable provisions of the Florida Limited Liability Company Act.

5. The plan of conversion was approved by the Corporation in accordance with the Florida Business Corporation Act.

6. The address, including street and number, of the principal office of South Florida Stadium LLC under the laws of the state of Florida is 2269 Dan Marino Boulevard, Miami Gardens, Florida 33056.

7. The effective date of the conversion is the date of filing of this Certificate of Conversion with the Florida Department of State.

Signed this 4th day of April, 2008.

SOUTH FLORIDA STADIUM CORPORATION

By: _____

Cris Branden, Vice President

ARTICLES OF ORGANIZATION
OF
SOUTH FLORIDA STADIUM LLC
(A Florida Limited Liability Company)

FILED
08 APR -4 AM 8:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of the limited liability company (the "Company") is: SOUTH FLORIDA STADIUM LLC

ARTICLE II
ADDRESS

The mailing address and street address of the principal office of the Company are: 2269 Dan Marino Boulevard, Miami Gardens, Florida 33056.

ARTICLE III
INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the Company's initial registered agent are: CorpDirect Agents, Inc. at 515 East Park Avenue, Tallahassee, Florida 32301.

ARTICLE IV
NFL LEGEND

NATIONAL FOOTBALL LEAGUE POLICY HAS LIMITATIONS ON THE NUMBER AND TYPE OF PERSONS WHO MAY HAVE ULTIMATE DIRECT, INDIRECT, BENEFICIAL, CONTINGENT OR OTHER INTERESTS IN THE MIAMI DOLPHINS FRANCHISE (THE "FRANCHISE") AND PROHIBITS ANY DIRECT OR INDIRECT SALE, TRANSFER, ASSIGNMENT, PLEDGE, HYPOTHECATION, ENCUMBRANCE OR OTHER DISPOSITION OF, OR WITH RESPECT TO, THE FRANCHISE OR ANY DIRECT OR INDIRECT INTEREST THEREIN WITHOUT THE PRIOR CONSENT OF THE NATIONAL FOOTBALL LEAGUE, UNLESS SPECIFICALLY EXEMPTED FROM SUCH CONSENT PURSUANT TO THE CONSTITUTION AND BYLAWS OF THE NATIONAL FOOTBALL LEAGUE. PLEASE CONTACT THE NATIONAL FOOTBALL LEAGUE, LEAGUE COUNSEL, 280 PARK AVENUE, NEW YORK, NEW YORK 10017 TO DETERMINE THE APPLICABLE REQUIREMENTS.

ARTICLE V
PRECEDENCE OF LEAGUE POLICIES

NOTWITHSTANDING ANY AGREEMENT TO THE CONTRARY, THESE ARTICLES OF ORGANIZATION AND ANY AND ALL OTHER ARRANGEMENTS BETWEEN OR AMONG THE PARTIES HERETO OR ANY ENTITY THAT HAS ANY INTEREST, DIRECT OR INDIRECT, IN ANY PARTY HERETO WHICH RELATES TO THE OWNERSHIP OR OPERATION OF THE MIAMI DOLPHINS FRANCHISE (THE "FRANCHISE") AS A MEMBER CLUB OF THE NATIONAL FOOTBALL LEAGUE, ARE SUBJECT TO THE CONSTITUTION AND BYLAWS OF THE NATIONAL FOOTBALL LEAGUE, THE ARTICLES OF ASSOCIATION AND BYLAWS OF THE NFL MANAGEMENT COUNCIL, AND CERTAIN DECISIONS, RULINGS, RESOLUTIONS, ACTIONS AND OTHER MATTERS. THIS ARTICLE V AND ANY OTHER PROVISION HEREOF AFFECTING THE RIGHTS OF THE NATIONAL FOOTBALL LEAGUE MAY NOT BE AMENDED, WAIVED OR OTHERWISE ADVERSELY AFFECTED WITHOUT THE PRIOR WRITTEN CONSENT OF THE NATIONAL FOOTBALL LEAGUE, IN ITS SOLE DISCRETION, WHICH SUCH LEAGUE IS A THIRD-PARTY BENEFICIARY OF THE COVENANT AND AGREEMENT REFLECTED IN THIS ARTICLE. THE PARTIES HERETO WILL PROVIDE COPIES OF ANY PROPOSED AMENDMENTS HERETO TO THE NATIONAL FOOTBALL LEAGUE, 280 PARK AVENUE, NEW YORK, N.Y. 10017, ATTN: LEAGUE COUNSEL.

ARTICLE VI
RESOLUTION OF NFL CONSENT LETTER CONFLICT

IN THE EVENT OF ANY INCONSISTENCY OR CONFLICT BETWEEN THE TERMS AND PROVISIONS OF THESE ARTICLES OF ORGANIZATION AND THOSE CONTAINED IN THAT CERTAIN CONSENT LETTER DATED APRIL 9, 2008, ISSUED BY THE NATIONAL FOOTBALL LEAGUE TO MIAMI DOLPHINS, LTD. AND THE OTHER PARTIES NAMED THEREIN (THE "CONSENT LETTER"), THE TERMS AND PROVISIONS OF THE CONSENT LETTER SHALL CONTROL.

[Signature on the following page]

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization
this 4th day of April, 2008.



Cris V. Branden,
Authorized representative



800-388-2123

**ACCEPTANCE OF REGISTERED AGENT DESIGNATION FOR:
SOUTH FLORIDA STADIUM LLC**

Having been named as registered agent and to accept service of process for the aforementioned entity at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provision of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

CorpDirect Agents, Inc.

A handwritten signature in black ink, appearing to read "Kevin R. Roberts". The signature is stylized and somewhat cursive.

By:

Its Agent: Kevin R. Roberts