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Attorneys
 At Law

REPLY TO ORLANDO

October 30, 1997

Registration Section
 Division of Corporations
 P.O. Box 6327
 Tallahassee, Florida 32314

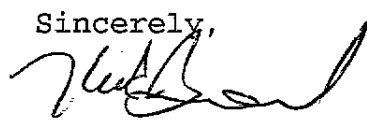
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Dear Sir or Madam:

Enclosed herewith please find our firm's checks in the amounts of \$35.00 and \$250.00, said sums representing your fees for designation of Registered Agent as well as Filing Fee for Application and Affidavit.

I have also enclosed our application by Foreign Limited Liability Company for Authorization to Transact Business in Florida, a certificate of Designation of Registered Agent/Registered Office, our Affidavit of Membership and Contributions of Foreign Limited Liability Company, and the Certificate of Existence from the State of North Carolina.

If you should have any questions regarding any of the enclosed or should need additional information, please feel free to contact me.

Sincerely,


Nicholas A. Buoniconti, III

NAB:lre
 Enclosures

J. MICHAEL PAPANTONIO
 OF COUNSEL

† BOARD CERTIFIED
 CIVIL TRIAL LAWYER

* BOARD CERTIFIED
 WORKERS COMPENSATION
 LAWYER

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**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. Buoniconti Sports Management Group, LLC
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
2. North Carolina
(Jurisdiction under the law of which foreign limited liability company is organized)
3. _____
(FEI number, if applicable)
4. August 12, 1997
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. upon qualification
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 20 North Orange Avenue, Suite 1600, Orlando, Florida 32802

(Street address of principal office)

8. List name, title, and business address of each managing member[MGRM] or manager[MGR]who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>Nicholas A. Buoniconti</u>	<u>Director</u> <i>MGRM</i>	_____	_____
<u>20 N. Orange Avenue, Suite 1600</u>		_____	
<u>Orlando, FL 32802</u>		_____	
<u>John B. Morgan</u>	<u>Director</u> <i>MBR</i>	_____	_____
<u>20 N. Orange Avenue, Suite 1600</u>		_____	
<u>Orlando, FL 32802</u>		_____	
_____		_____	
_____		_____	
_____		_____	

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Buoniconiti Sports Management Group, LLC

2. The name and address of the registered agent and office are:

Nicholas A. Buoniconiti

(Name)

20 North Orange Avenue, Suite 1600

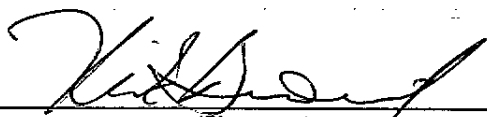
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Orlando, Florida 32802

(City/State/Zip)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated limited liability company 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 provisions 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.



(Signature)

Oct 30, 1997

(Date)

Filing Fee: \$ 35 for Designation of Registered Agent

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of Buoniconti Sports
Management Group, LLC deposes and says:

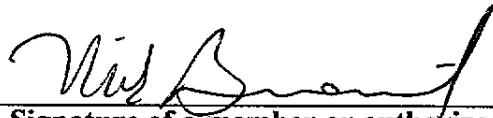
- 1) the above named limited liability company has at least two members

- 2) the total amount of cash contributed by the member(s) is \$ 500.00

- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ -0-
A description of the property is attached and made a part hereto.

- 4) the amount of cash or property anticipated to be contributed by member(s) is \$ 500.00
This total includes amounts from 2 and 3 above.

- 5) the total amount of cash or property anticipated to be contributed by member(s) is \$ 500.00



Signature of a member or authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Filing Fee: \$250.00 for Application and Affidavit

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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FILED

STATE OF NORTH CAROLINA



Department of The
Secretary of State

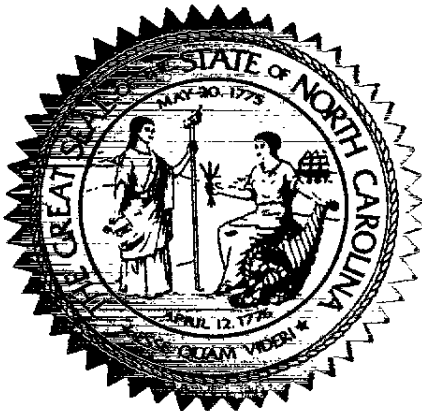
CERTIFICATE OF EXISTENCE (Limited Liability Company)

I, **ELAINE F. MARSHALL**, Secretary of State of the State of North Carolina, do hereby certify that

BUONICONTI SPORTS MANAGEMENT GROUP, LLC

is a limited liability company duly formed under the laws of the State of North Carolina, having been formed on the 12th day of August, 1997, with a period of duration ending DEC 2050.

I **FURTHER** certify that the said limited liability company's articles of organization are not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said limited liability company is not administratively dissolved for failure to comply with the provisions of the North Carolina Limited Liability Company Act; and that the said limited liability company has not filed articles of dissolution as of the date of this certificate.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 29th day of September, 1997.

Elaine F. Marshall

Secretary of State