

Document Number Only

M98000000825

CF CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

400002604144--8
-07/31/98--01036--022
****285.00 ****285.00

400002604144--8
-07/31/98--01036--023
*****52.50 *****52.50

Triumph Outdoor Holdings, LLC

6

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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- Profit
- NonProfit
- Limited Liability Co.
- Foreign
- Amendment
- Merger
- Dissolution/Withdrawal
- Mark
- Limited Partnership
- Annual Report
- Other
- Reinstatement
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- Change of R.A.
- Fictitious Name
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Acknowledgment
W.P. Verifier

31
JUL 30 1998

Thanks,
Jeff

7/31/98

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Addendum

1. Name: James A. McLaughlin, 101 Southhall Ln #400, Maitland, FL 32751
Title: CEO *MGRM*
c.
Name: James J. Sullivan, 500 fifth Ave. #3030, New York, NY 10110
Title: EVP *MGRM*
c.
Name: Bruce A. Friedman, 205 E. Carrillo St. #215, Santa Barbara, CA 93101
Title: P *MGRM*
c.

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

The undersigned member or authorized representative of a member of Triumph Outdoor Holdings
LLC certifies:

- 1) the above named limited liability company has at least two members;
- 2) the total amount of cash contributed by the member(s) is \$ 7,692,308.00 ;
- 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.)
and
- 4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$ 7,692,308.00 .
(This total includes amounts from 2 and 3 above.)

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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.)

James A. McLaughlin, CEO

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

**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 TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Triumph Outdoor Holdings, LLC

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

K P & L SERVICES, INC.

(Name)

390 N. Orange Avenue, Suite 600

Florida street address (P.O. Box **NOT** ACCEPTABLE.)

Orlando, Florida 32801

(City/State/Zip)

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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.

K P & L Services, Inc.



(Signature)

Robert J. Gronk, Vice President

Filing Fee: \$ 35 for Designation of Registered Agent

State of Delaware
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 THAT "TRIUMPH OUTDOOR HOLDINGS, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE NOT HAVING BEEN CANCELLED OR REVOKED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

THE FOLLOWING DOCUMENTS HAVE BEEN FILED:

CERTIFICATE OF LIMITED LIABILITY COMPANY, FILED THE TWELFTH DAY OF FEBRUARY, A.D. 1998, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "TRANSIT AMERICA HOLDINGS, L.L.C." TO "TRIUMPH OUTDOOR HOLDINGS, LLC", FILED THE EIGHTH DAY OF APRIL, A.D. 1998, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID LIMITED LIABILITY COMPANY.

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



Edward J. Freel

Edward J. Freel, Secretary of State

2857930 8310

981241659

AUTHENTICATION:

9154919

DATE:

06-23-98