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FLORIDA/FOREIGN LIMITED LIABILITY CO.

United Soccer Leagues, LLC

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T. HAMPTON

OCT - 5 2009

EXAMINER

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 TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. United Soccer Leagues, LLC
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C." "LLC.")

2. Georgia 3. 59-3388440
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. Oct. 1, 2009 5. perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. Oct. 1, 2009
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 P.S. to determine penalty liability)

7. 14457 North Dale Mabry Highway, Suite 201, North Building, Grand Plaza
Tampa, FL 33618
(Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here

9. The name and usual business addresses of the managing members or managers are as follows:

See Attachment

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: own, operate and
coordinate soccer leagues in the US and Canada and sell and grant franchises to participate therein

/s/ Timothy Holt
Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)
Timothy Holt
Typed or printed name of signee

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**Attachment to Florida Application by Foreign Limited Liability
Company for Authorization to Transact Business in Florida**

9. The name and usual business addresses of the managing members or managers are as follows:

- Robert Hoskins, 227 Sandy Springs Place, D103-184, Atlanta, GA 30328
- Alec Papadakis, 14497 North Dale Mabry Hwy., Ste. 201, North Bldg., Grand Plaza, Tampa, FL 33618
- Sandra Hoskins, 227 Sandy Springs Place, D103-184, Atlanta, GA 30328
- Francisco Marcos, 14497 North Dale Mabry Hwy., Ste. 201, North Bldg., Grand Plaza, Tampa, FL 33618
- Tim Holt, 14497 North Dale Mabry Hwy., Ste. 201, North Bldg., Grand Plaza, Tampa, FL 33618

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

1. The name of the Limited Liability Company is:

United Soccer Leagues, LLC

If unavailable, the alternate to be used in the state of Florida is:

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

Timothy Holt

(Name)

14497 N. Dale Mabry Highway, Suite 201

Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

Tampa, Florida 33618

City/State/Zip

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 as provided for in Chapter 608, Florida Statutes.

By: /s/ Timothy Holt
(Signature)

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

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STATE OF GEORGIA

Secretary of State

Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

CERTIFICATE OF EXISTENCE

I, Karen C Handel, Secretary of State and the Corporations Commissioner of the state of Georgia, hereby certify under the seal of my office that

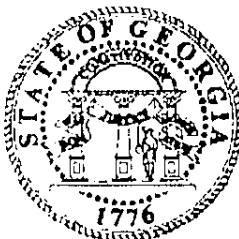
UNITED SOCCER LEAGUES, LLC

Domestic Limited Liability Company

was formed or was authorized to transact business on 10/01/2009 in Georgia. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence, or is authorized to transact business in this state.



WITNESS my hand and official seal of the City of Atlanta and the State of Georgia on 2nd day of October, 2009

Karen C Handel
Secretary of State

Certification Number: 4626319-1 Reference:
Verify this certificate online at <http://corp.sos.state.ga.us/corp/soskb/verify.asp>