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August 1, 2002

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*Via Federal Express*

Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

Attention: Limited Partnerships

Re: *Haskell Football, Ltd.*

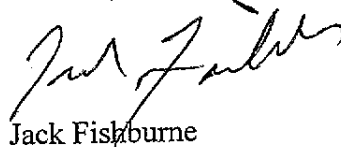
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-08/06/02-01018-012  
\*\*\*1785.00 \*\*\*1785.00

Dear Sir or Madam:

Enclosed please find the Certificate of Limited Partnership and Affidavit of Capital Contributions for the above-referenced limited partnership, together with our firm check in the amount of \$1,785, which represents the maximum filing fee of \$1,750 and the \$35 registered agent designation.

If you have any questions, please give me a call.

Sincerely,

  
Jack Fishburne

JIF:jsd  
Enclosures

A02-1071  
JK  
\$1785-LP

**CERTIFICATE OF LIMITED PARTNERSHIP  
AND AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

**OF**

**HASKELL FOOTBALL, LTD.**

The undersigned general partner files this Certificate of Limited Partnership of HASKELL FOOTBALL, LTD. with the Florida Secretary of State pursuant to the requirements of Section 620.108 of the Florida Revised Uniform Limited Partnership Act (the "Act"), in order to form a Florida limited partnership.

1. **NAME.** The name of the limited partnership is HASKELL FOOTBALL, LTD.

2. **PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THE OFFICE AT WHICH THE RECORDS REQUIRED TO BE MAINTAINED BY THE PARTNERSHIP UNDER THE ACT ARE KEPT IS:** The Haskell Building, 111 Riverside Avenue, Jacksonville, Florida 32202.

3. **REGISTERED AGENT OF THE LIMITED PARTNERSHIP WILL BE:**  
Preston H. Haskell, III whose address is The Haskell Building, 111 Riverside Avenue, Jacksonville, Florida 32202.

4. **NAME AND ADDRESS OF THE GENERAL PARTNER OF THE PARTNERSHIP ARE AS FOLLOWS:**

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
Preston H. Haskell, III	The Haskell Building 111 Riverside Avenue Jacksonville, Florida 32202

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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5. **THE EFFECTIVE DATE OF THIS LIMITED PARTNERSHIP SHALL BE:**  
When this Certificate is filed with the Secretary of State.

6. **THE LATEST DATE UPON WHICH THE LIMITED PARTNERSHIP IS TO BE DISSOLVED AND ITS AFFAIRS WOUND UP WILL BE:** December, 2051.

7. **CONTRIBUTIONS AND ANTICIPATED CONTRIBUTIONS OF LIMITED PARTNERS:** The limited partners will make initial capital contributions for their partnership interest of \$8,000,000 and it is anticipated that the limited partners may make additional capital contributions of up to \$2,000,000. The total amount anticipated to be contributed by the limited partners is \$10,000,000.

8. **TRANSFER RESTRICTIONS.** Notwithstanding anything to the contrary, this Certificate 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 Jacksonville Jaguars 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 as more fully described in Paragraph 1 and other provisions of that certain consent letter of the NFL dated \_\_\_\_\_, 2002. This Paragraph 8 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 Section. The parties hereto will provide copies of any proposed amendments hereto to the National Football League, 280 Park Avenue, New York, NY 10017, Attn: League Counsel.

9. **AFFIRMATION.** Each general partner hereby acknowledges that pursuant to the Act:

a. The execution of this certificate by the general partner constitutes an affirmation under penalties of perjury that the facts stated herein are true;

b. The general partner accepts the liability imposed by the Act on the general partner for a false statement contained in this certificate; and

c. If, after the execution of this certificate a general partner knows that any arrangement or other fact described in this certificate has changed, making the statement inaccurate in any material respect, the general partner will forthwith cause this certificate to be cancelled or amended, or file a petition for its cancellation or amendment pursuant to the terms of the Act.

EXECUTED as of this 31 of JULY, 2002.

  
Preston H. Haskell, III  
General Partner

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TALLAHASSEE, FLORIDA

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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 Jacksonville Jaguars 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, NY 10017 to determine the applicable requirements.

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 620.105, FLORIDA STATUTES, THE UNDERSIGNED LIMITED PARTNERSHIP SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited partnership is: HASKELL FOOTBALL, LTD.
2. The name and the Florida street address of the registered agent are:

Preston H. Haskell, III  
The Haskell Building  
111 Riverside Avenue  
Jacksonville, Florida 32202

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 620, Florida Statutes.

  
\_\_\_\_\_  
PRESTON H. HASKELL, III

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TALLAHASSEE, FLORIDA