



THE UNITED STATES
CORPORATION
COMPANY

F00000004424

ACCOUNT NO. : 072100000032

REFERENCE : 783771 4322213

AUTHORIZATION : *Patricia Pigeto*

COST LIMIT : \$ 70.00

ORDER DATE : August 1, 2000

ORDER TIME : 9:28 AM

ORDER NO. : 783771-005

CUSTOMER NO: 4322213

CUSTOMER: Kate Polozie, Esq
Mcdermott, Will & Emery
600 Thirteenth Street, Nw

Washington, DC 20005-3096

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DIVISION OF CORPORATIONS

FOREIGN FILINGS

NAME: MYSPO RTSFANTASY.COM, INC.

XXXX QUALIFICATION (TYPE: CO)

100003347351--2

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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Handwritten initials: BH, 8/7

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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1. Mysportsfantasy.com, Inc.

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. DELAWARE

(State or country under the law of which it is incorporated)

3. 62-1816581

(FEI number, if applicable)

4. April 10, 2000

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 4500 PGA Boulevard, Suite 304B

Palm Beach Gardens, FL 33418

8. To engage in any lawful act or activity for which corporations may be organized under the
General Corporation Law of Delaware

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida, 32301

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company

By: Stanley S. Hovsep

(Registered agent's signature)

ASSISTANT SECRETARY

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street Address Only - P.O. Box Not Acceptable)

Chairman:

Steven M. Bessette

4500 PGA Boulevard, Suite 304B, Palm Beach Gardens, FL 33418

Director: F. Douglas Grindstaff
4500 PGA Boulevard, Suite 304B, Palm Beach Gardens, FL 33418

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Steven M. Besette, Chairman of the Board, President & Secretary

NOTE: If necessary, you may attach an addendum to the application listing additional officer and/or directors.

13. *Steven M. Besette, Chairman*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)
14. Steven M. Besette, Chairman of the Board, President and Secretary
(Typed or printed name and capacity of person signing application)

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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 "MYSPORTSFANTASY.COM, INC." IS DUEY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIRST DAY OF AUGUST, A.D. 2000.

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



Edward J. Freel
Edward J. Freel, Secretary of State

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AUTHENTICATION: 0594186

DATE: 08-01-00

SECRETARY OF STATE
DIVISION OF CORPORATIONS
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