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ACCOUNT NO. : 072100000032
REFERENCE : 963440 4331207
AUTHORIZATION : *Patricia Pys...*
COST LIMIT : \$ 70.00

01 JAN 16 PM 3:58
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : January 12, 2001
ORDER TIME : 11:49 AM
ORDER NO. : 963440-010
CUSTOMER NO: 4331207
CUSTOMER: Kimberly J. Schwinge, Esq
Kavinoky & Cook
120 Delaware Avenue
Buffalo, NY 14202

000009538890-9

840

FOREIGN FILINGS

NAME: TKO SPORTS GROUP USA LIMITED

RECEIVED
01 JAN 16 PM 1:42
STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom -- EXT# 1104

EXAMINER: _____

3K
1/16

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

01 JAN 16 PM 3:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. TKO SPORTS GROUP USA LIMITED 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 3. APPLIED FOR
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. JANUARY 2, 2001 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. UPON QUALIFICATION
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 10367 WEST SAMPLE RD., CORAL SPRINGS, FL 33065
(Principal office address)
606 RENNIE ST., HAMILTON, ONTARIO, CANADA L8H 3P5
(Current mailing address)
8. SALES OF BOX RELATED GOODS
(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

(City)

(Zip code)

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.

Dolores Buttol, asst VP
(Registered agent's signature)

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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: GARRY KURTZ

Address: 606 RENNIE STREET

HAMILTON, ONTARIO, CANADA L8H 3P5

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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TALLAHASSEE, FLORIDA

B. OFFICERS

President: GARRY KURTZ

Address: 606 RENNIE STREET

HAMILTON, ONTARIO, CANADA L8H 3P5

Vice President: _____

Address: _____

Secretary: GARRY KURTZ

Address: HAMILTON, ONTARIO, CANADA L8H 3P5

Treasurer: _____

Address: _____

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

13. _____
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. GARRY KURTZ, PRESIDENT
(Typed or printed name and capacity of person signing application)

State of Delaware

Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TKO SPORTS GROUP USA LIMITED" IS DULY 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 TWELFTH DAY OF JANUARY, A.D. 2001.

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

01 JAN 16 PM 3:58
SECRETARY OF STATE
DELLAHASSEE, FLORIDA
FILED



Harriet Smith Windsor

Secretary of State

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AUTHENTICATION: 0912631

010019819

DATE: 01-12-01