

CT CORPORATION SYSTEM

F01000002902

CORPORATION(S) NAME

GSC Acquisition Corp.

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FILED
01 MAY 31 PM 1:36
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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RECEIVED
01 MAY 31 PM 12:05
DIVISION OF CORPORATION

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Other
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Change of RA
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> CUS
	<input type="checkbox"/> Photocopies	
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

5/31/01

Order#: 4418107

100004335971--9

-05/31/01--01030--014

*****70.00 *****70.00

Ref#: _____

BK

Amount: \$ _____

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

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**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

1. GSC Acquisition Corp.

(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. 84-1576722

(FEI number, if applicable)

4. February 9, 2001

(Date of Incorporation)

5. Perpetual

(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. 1000 Broadway, Denver, CO 80203

(Principal office address)

(Current mailing address)

8. retail sales of sporting goods

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

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

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation

(City)

, Florida 33324

(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.

Hiedi M. Liesch

(Registered agent's signature)

Hiedi M. Liesch

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:

A. DIRECTORS

Chairman: See attached list of directors

Address: _____

Vice Chairman: See attached list of directors

Address: _____

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list of officers

Address: _____

Vice President: See attached list of officers

Address: _____

Secretary: See attached list of officers

Address: _____

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. Nesa Hassanein SR Vice Pres., General Counsel/Secretary

(Typed or printed name and capacity of person signing application)

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MAY 31 11:36 AM
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

DIRECTORS

John D. Morton
1000 Broadway
Denver, CO 80203

Peter Fromanek
4185 Gwynne Road
Memphis, TN 38117

Gordon Barker
150 N.W. 86th Ave.
Portland, OR 97229

Jonathon Seiffer
11111 Santa Monica Blvd, Suite 2000
Los Angeles, CA 90025

Larry Hochberg
1 Northfield Plaza, Suite 210
Northfield, IL 60093

Jonathan Sokoloff
11111 Santa Monica Blvd, Suite 2000
Los Angeles, CA 90025

OFFICERS

John D. Morton, President & CEO
1000 Broadway
Denver, CO 80203

Thomas Hendrickson, Exec. VP/Treasurer/CEO
1000 Broadway
Denver, CO 80203

Nesa Hassanein, Sr. VP Gen. Counsel/Secretary
1000 Broadway
Denver, CO 80203

Tony Forde, - Sr. VP - Merchandising
1000 Broadway
Denver, CO 80203

Michael McCaghren - Sr. VP - CIO
1000 Broadway
Denver, CO 80203

Greg Waters, - Sr. VP - Operations
1000 Broadway
Denver, CO 80203

Thomas Wildenberg, VP - Finance
1000 Broadway
Denver, CO 80203

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TALLAHASSEE FLORIDA

State of Delaware
Office of the Secretary of State PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GSC ACQUISITION CORP." 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 TWENTY-FOURTH DAY OF MAY, A.D. 2001.

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

FILED
MAY 31 PM 1:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3326994 8300

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AUTHENTICATION: 1152175

DATE: 05-24-01