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CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
850-222-1092

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TALLAHASSEE, FLORIDA

Corporation(s) Name

Relay, Inc.

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution	<input type="checkbox"/> Mark
<input type="checkbox"/> LLC		
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Reservation	<input type="checkbox"/> Ch. RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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TALLAHASSEE, FLORIDA
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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. Relay, 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. 75-3029714
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. February 4, 2002 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Business has not yet commenced in Florida
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. One East Wacker Drive, Chicago, IL 60601
(Current mailing address)

8. Sports and event marketing
(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: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, 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.

C T Corporation System
Conni Bryan Conni Bryan, Special Asst. Secy.
(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 addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: Nicolas Brien

Address: 35 West Wacker Drive, Chicago, IL 60601

Vice Chairman: _____

Address: _____

Director: John C. Dolan

Address: 1507 Woodson Road, St. Louis, MO 63114

Director: Wallace M. Hayward

Address: One East Wacker Drive, Chicago, IL 60601

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

President: CEO: Wallace M. Hayward

Address: One East Wacker Drive, Chicago, IL 60601

Vice President: COO: John C. Dolan

Address: 1507 Woodson Road, St. Louis, MO 63114

Secretary: Sondra J. Thorson

Address: 35 West Wacker Drive, Chicago, IL 60601

Treasurer: CFO: Jeannette Mueller

Address: 1507 Woodson Road, St. Louis, MO 63114

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

13. X Sondra J. Thorson 5/1/02
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Sondra J. Thorson, Secretary
(Typed or printed name and capacity of person signing application)

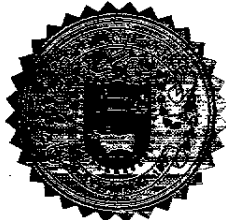
Delaware

The First State

PAGE 1
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RELAY, INC." 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 SECOND DAY OF MAY, A.D. 2002.

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



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1756683

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020281782

DATE: 05-02-02