

F03000002322

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

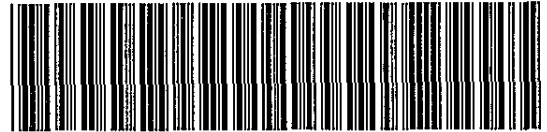
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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FILED
03 MAY -8 PM 7:48
TALLAHASSEE, FLORIDA

CLERK OF THE COURT
TALLAHASSEE, FLORIDA

CT CORPORATION

May 8, 2003

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

FILED
03 MAY -8 PM 11:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Order #: 5847219 SO
Customer Reference 1:
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

SportBrain, Inc. (DE)
Qualification
Florida

-file second

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at
(850) 222-1092. Thank you very much for your help.

Sincerely,

Katrina Forsman

Katrina Forsman
Fulfillment Specialist
Katrina_Forsman@cch-lis.com

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

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. Sport Brain, 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. 20-0016372

(FEI number, if applicable)

4. 5/5/2003

(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. 278 Ridge Drive, Naples, FL 34108

(Principal office address)

278 Ridge Drive, Naples, FL 34108

(Current mailing address)

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: C T Corporation System

Office Address: 1200 South Pine Island Road,

Plantation, , Florida 33324

(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.

C T Corporation System

By: Connie Bryson

(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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Harry Heslop

Address: 278 Ridge Drive
Naples, FL 34108

Director: _____

Address: _____

B. OFFICERS

President: Harry Heslop

Address: 278 Ridge Drive
Naples, FL 34108

Vice President: _____

Address: _____

Secretary: Harry Heslop

Address: 278 Ridge Drive, Naples, FL 34108

Treasurer: Harry Heslop

Address: 278 Ridge Drive, Naples, FL 34108

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

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

14. Harry Heslop, President
(Typed or printed name and capacity of person signing application)

FILED
03 MAY -8 PM 1:48
TALLAHASSEE, FLORIDA

Delaware

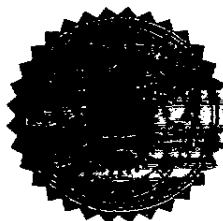
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PAGE 1
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FILED
TREASURY FLORIDA

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SPORTERAIN, 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 FIFTH DAY OF MAY, A.D. 2003.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SPORTERAIN, INC." WAS INCORPORATED ON THE FIFTH DAY OF MAY, A.D. 2003.



3654501 8300

030289007

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2398928

DATE: 05-05-03