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Florida Department of State  
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To: Division of Corporations  
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From: Account Name : C T CORPORATION SYSTEM  
Account Number : FCA000000023  
Phone : (850) 222-1092  
Fax Number : (850) 222-9428

FOREIGN PROFIT QUALIFICATION

ESPN International, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	056
Estimated Charge	\$70.00

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 Okay to pay  
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FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

November 10, 2003

CT CORPORATION SYSTEM

SUBJECT: ESPN INTERNATIONAL, INC.  
REF: W03000033307

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TALLAHASSEE, FLORIDA

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Based upon information provided by the Florida Department of Revenue, pursuant to section 219.053(14), Florida Statutes, it appears that ESPN INTERNATIONAL, INC. has transacted business in Florida prior to submitting an "Application for Authority to Transact Business in Florida". The information received from the Florida Department of Revenue indicates January 1, 1998, as the initial date of transacting business in the State of Florida.

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$5750.00.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6025.

Trevor Brumbley  
Document Specialist

FAX Aud. #: H03000313835  
Letter Number: 603A00061179

**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. ESPN INTERNATIONAL, INC.  
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"  
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. DELAWARE 3. 13-3933778  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. FEBRUARY 5, 1997 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. ESPN PLAZA, BRISTOL, CT 06010-7454  
(Principal office address)  
500 SOUTH BUENA VISTA STREET, BURBANK, CA 91521-0586  
(Current mailing address)

8. ACTIVITIES RELATED TO SPORTS CABLE TELEVISION PROGRAMMING  
(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: CT 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.*

CT Corporation System  
By: TARA C. COFER  
(Registered agent's signature) TARA C. COFER  
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 business addresses of officers and/or directors:

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TALLAHASSEE, FLORIDA

**A. DIRECTORS**

Chairman: George Bodenheimer  
Address: 77 West 66th Street  
New York, NY 10023

Vice Chairman: Sean R.H. Bratches  
Address: 77 West 66th Street  
New York, NY 10023

Director: Christine F. Driessen  
Address: ESPN Plaza  
Bristol, CT 06010-7454

Director: Edwin M. Durso  
Address: 77 West 66th Street  
New York, NY 10023

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**B. OFFICERS**

President: George Bodenheimer  
Address: 77 West 66th Street  
New York, NY 10023

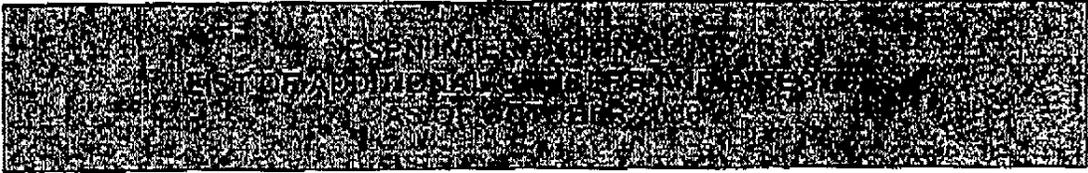
Vice President: \_\_\_\_\_  
Address: \_\_\_\_\_

VP and Secretary: Griffith W. Foxley  
Address: 500 South Buena Vista Street, Burbank, CA 91521  
Treasurer: Cristine F. Driessen  
Address: ESPN Plaza, Bristol, CT 06010-7454

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

13. *Griffith W. Foxley*  
(Signature of Director or Officer listed in number 12 of the application)

14. Griffith W. Foxley, Vice President and Secretary  
(Typed or printed name and capacity of person signing application)



**OFFICERS**

<b><u>NAME</u></b>	<b><u>TITLE</u></b>	<b><u>ADDRESS</u></b>
Christine F. Driessen	Vice President and Treasurer	ESPN Plaza Bristol, CT 06010-77454
David R. Pehl	Vice President	ESPN Plaza Bristol, CT 06010-7454
David K. Thompson	Vice President	500 South Buena Vista Street Burbank, CA 91521
Tony Waggoner	Controller	ESPN Plaza Bristol, CT 06010-7454
Anne L. Buettner	Assistant Treasurer	500 South Buena Vista Street Burbank, CA 91521
James D. Hanford	Assistant Treasurer	500 South Buena Vista Street Burbank, CA 91521
Eric L. Kemmler	Assistant Secretary	ESPN Plaza Bristol, CT 06010-7454
Marsha L. Reed	Assistant Secretary	500 South Buena Vista Street Burbank, CA 91521

**DIRECTORS**

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
Victor F. Ganzl	959 Eighth Avenue New York, NY 10019
Raymond E. Joslin	77 West 68 <sup>th</sup> Street New York, NY 10023
Alex Wallau	500 South Buena Vista Street Burbank, CA 91521
Laurie Younger	500 South Buena Vista Street Burbank, CA 91521

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TALLAHASSEE, FLORIDA  
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# Delaware

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*The First State*

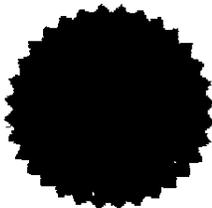
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ESPN INTERNATIONAL, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTY-FIRST DAY OF OCTOBER, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

2714679 8300

030702307



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2724422

DATE: 10-31-03