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TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032  
REFERENCE : 765594 4813078  
AUTHORIZATION : *[Handwritten Signature]*  
COST LIMIT : \$ 70.00

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ORDER DATE : February 19, 2007  
ORDER TIME : 3:25 PM  
ORDER NO. : 765594-010  
CUSTOMER NO: 4813078  
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FOREIGN FILINGS

NAME: ESPN ADVERTISING SALES, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Amanda Haddan -- EXT# 2955

EXAMINER: \_\_\_\_\_

**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 ADVERTISING SALES, 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. 13-4020397  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. AUGUST 6, 1998 5. PERPETUAL  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. \_\_\_\_\_  
(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. ESPN PLAZA, BRISTOL, CT 06010-7454  
(Principal office address)

ESPN PLAZA, BRISTOL, CT 06010-7454  
(Current mailing address)

8. MARKETING AND PROMOTIONS FOR TELEVISION  
(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 NOT acceptable)

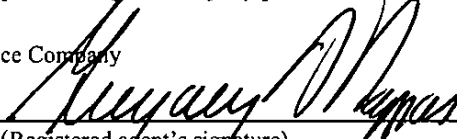
Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301  
(City) (Zip code)

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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.*

Corporation Service Company  
By:   
(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**

Director: GEORGE BODENHEIMER

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

Director: ALEX WALLAU

Address: 500 S. Buena Vista Street  
Burbank, CA 91521

**B. OFFICERS**

President: GEORGE BODENHEIMER

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

Vice President: DAVID K. THOMPSON

Address: 500 S. Buena Vista Street  
Burbank, CA 91521

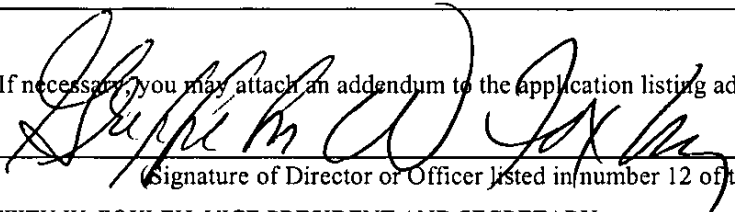
Secretary: GRIFFITH W. FOXLEY

Address: 500 S. Buena Vista Street, Burbank, CA 91521

Treasurer: CHRISTINE 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.   
(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)

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TALLAHASSEE FLORIDA

**ESPN ADVERTISING SALES, INC.**  
**ADDITIONAL OFFICERS AND DIRECTORS**

**OFFICERS**

<b><u>NAME</u></b>	<b><u>TITLE</u></b>	<b><u>ADDRESS</u></b>
Edwin M. Durso	Executive Vice President	77 West 66 <sup>th</sup> Street New York, NY 10023
Louis S. Koskopolis	Executive Vice President- National Sales and Customer Marketing	77 West 66 <sup>th</sup> Street New York, NY 10023
Brian Carr	Senior Vice President-Sales and Revenue Planning	77 West 66 <sup>th</sup> Street New York, NY 10023
David R. Pahl	Senior Vice President	ESPN Plaza Bristol, CT 06010-7454
Thomas Hagel	Vice President and Director, Event Marketing	77 West 66 <sup>th</sup> Street New York, NY 10023
Marian M. Hanson	Vice President-Proprietary Programming Strategy	77 West 66 <sup>th</sup> Street New York, NY 10023
Tony Waggoner	Vice President and Controller	ESPN Plaza Bristol, CT 06010-7454
Anne L. Buettner	Assistant Treasurer	500 S. Buena Vista Street Burbank, CA 91521
James D. Hanford	Assistant Treasurer	500 S. Buena Vista Street Burbank, CA 91521
Eric L. Kemmler	Assistant Secretary	ESPN Plaza Bristol, CT 06010
Marsha L. Reed	Assistant Secretary	500 S. Buena Vista Street Burbank, CA 91521

**DIRECTORS**

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
Sean R.H. Bratches	77 West 66 <sup>th</sup> Street New York, NY 10023
John Conomikes	888 7 <sup>th</sup> Avenue New York, NY 10106
Victor F. Ganzi	959 Eighth Avenue New York, NY 10019

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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 ADVERTISING SALES, 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 TWENTIETH DAY OF FEBRUARY, A.D. 2007.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ESPN ADVERTISING SALES, INC." WAS INCORPORATED ON THE SIXTH DAY OF AUGUST, A.D. 1998.

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

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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AND  
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2930114 8300

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*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5443306

DATE: 02-20-07