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ACCOUNT NO. : 072100000032

REFERENCE : 652040 86901M

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : August 1, 1995

ORDER TIME : 11:22 AM

ORDER NO. : 652040

CUSTOMER NO: 86901M

CUSTOMER: Mr. Joe Smith - 86901m
Prentice Hall Legal &
33north LaSalle Street
Suite 1925
Chicago, IL 60602

900001550769
-08/01/95--01043--004
*****70.00 *****70.00

FOREIGN FILINGS

NAME: PRIME SPORTS MERCHANDISING,
INC.

☐ PROFIT
☐ NON-PROFIT

☐ CORPORATE
☐ LIMITED PARTNERSHIP

XXX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY
XXX PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sebreana Randolph

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 AUG -1 PM 3:01
DIVISION OF CORPORATIONS
95 AUG -1 PM 12:27

**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. Prime Sports Merchandising, Inc.

(Name of corporation: the word "INCORPORATED," "COMPANY," or "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. Colorado

(State or country under the law of which it is incorporated)

3. September 27, 1994

(Date of Incorporation)

4. Perpetual

(Duration)

5. 84-1283927

(Federal Employer Identification number, if applicable)

6. Date of qualification.

(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)

7. Two Allegheny Center, Suite 1000, Pittsburgh, PA 15212

(Current mailing address)

8. Operation of retail sports apparel stores

(Brief description of the nature of the business in which it is engaged in the state of Florida)

9. Names and addresses of officers and or directors:

A. Directors:

Chairman: SEE ATTACHMENT HERETO

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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B. Officers:

President: _____
Address: _____

Vice President: _____
Address: _____

Secretary: _____
Address: _____

Treasurer: _____
Address: _____

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: The Prentice-Hall Corporation System, Inc.
Office Address: 1201 Hays Street, Suite 105
Tallahassee, Florida 32301
Zip Code

11. 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.

The Prentice-Hall Corporation System, Inc.
Registered agent's signature: By: Anthony J. Smith

12. 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.

13. [Signature]
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. William R. Craig, Vice President
(Name and capacity of person signing application)

ATTACHMENT TO THE
APPLICATION BY FOREIGN CORPORATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
OF
PRIME SPORTS MERCHANDISING, INC.

<u>Name and Address</u>	<u>Title</u>
Peter R. Barton 8101 E. Prentice Avenue Suite 500 Englewood, CO 80111	Chairman of the Board
Edward C. Frazier 6221 N. O'Connor Suite 119 Irving, TX 75039	President and CEO
James A. Martin 8101 E. Prentice Avenue Suite 500 Englewood, CO 80111	Executive Vice President- Prime Sports Regionals
Robert R. Bennett 8101 E. Prentice Avenue Suite 500 Englewood, CO 80111	Senior Vice President
John M. Draper 8101 E. Prentice Avenue Suite 500 Englewood, CO 80111	Senior Vice President and Assistant Secretary
Stephen M. Brett 8101 E. Prentice Avenue Suite 500 Englewood, CO 80111	Vice President and Assistant Secretary
Vivian J. Carr 8101 E. Prentice Avenue Suite 500 Englewood, CO 80111	Vice President and Assistant Secretary

David B. Koff
8101 E. Prentice Avenue
Suite 500
Englewood, CO 80111

Vice President

Jeffrey J. King
6221 N. O'Connor
Suite 119
Irving, TX 75039

Vice President

Lynn G. Geick
6221 N. O'Connor
Suite 119
Irving, TX 75039

Vice President

Alan J. Finegold
6221 N. O'Connor
Suite 119
Irving, TX 75039

Vice President

Jack Stanfield
6221 N. O'Connor
Suite 119
Irving, TX 75039

Vice President

William R. Craig
Two Allegheny Center
Suite 1000
Pittsburgh, PA 15212

Vice President

Kevin L. Lehman
6221 N. O'Connor
Suite 119
Irving, TX 75039

Treasurer

Mark R. Boyes
6221 N. O'Connor
Suite 119
Irving, TX 75039

Secretary

Daniel M. Fawcett
Two Allegheny Center
Suite 1000
Pittsburgh, PA 15212

Assistant Secretary

Board of Directors

Peter R. Barton
8101 E. Prentice Avenue
Suite 500
Englewood, CO 80111

Robert R. Bennett
8101 E. Prentice Avenue
Suite 500
Englewood, CO 80111

Edward C. Frazier
6221 N. O'Connor
Suite 119
Irving, TX 75039

James A. Martin
8101 E. Prentice Avenue
Suite 500
Englewood, CO 80111



STATE OF COLORADO

DEPARTMENT OF
STATE

CERTIFICATE

I, VICTORIA BUCKLEY, Secretary of State of the State of
Colorado hereby certify that

According to the records of this office

PRIME SPORTS MERCHANDISING, INC.
(COLORADO CORPORATION)

file # 941108411 was filed in this office on SEPTEMBER 27, 1994,
and has complied with the applicable provisions of the
laws of the State of Colorado and on this date is in good
standing and authorized and competent to transact business
or to conduct its affairs within this state.

Dated: JULY 28, 1995

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 AUG - 1 PM 3:01

Victoria Buckley

SECRETARY OF STATE