

SUBJECT: THE MPER DECK COMPANY (Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

1)95-11345

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Should you need to call someone concerning this matter, please call:

STEVEN WOLKENSTEIN at (019) 929-3564. (Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:

Qualification/Tax Lien Sec. Division of Corporations 409 E. Gaines St. Tallahassee, FL 32399 MAILING ADDRESS:

Qualification/Tax Lien Sec. Division of Corporations P. O. Box 6327 Taliahassee, FL 32314

Name confeict #1993-68814



Rebecca J. Walsh Corporate Counsol Direct Dial: (619) 929-3568

August 10, 1995

Via Overnight Mail #0612 4730 938

Ms. Jennifer Sindt Document Examiner Florida Department of State Division of Corporations P.O. Box 6327 Tallahassee, Florida 32314

Re: The Upper Deck Company Ref. Number: W95000011345

Dear Ms. Sindt:

Pursuant to your request, enclosed please find check number 037266 made payable to the Department of State in the amount of Seventy Dollars (\$70.00) and a copy of your letter dated June 1, 1995.

As the name "The Upper Deck Company" is not available in the State of Florida, we request that the name "The Upper Deck Company of California" be adopted for use in the State of Florida and have enclosed a corporate resolution signed by the board of directors of The Upper Deck Company in support of adopting this alternative name.

If you have any questions regarding the foregoing or need anything further, please feel free to contact me.

Very truly yours,

THE UPPER DECK COMPANY

Liberry Walsh

Rebecca J. Walsh Corporate Counsel

RJW:1m Enclosure:

cc: Steve Wolkenstein

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Pursuant to Section 307(b) of the California General Corporation Law, the undersigned, constituting all of the members of the Board of Directors of The Upper Deck Company, a California corporation, hereby adopt the following recitats and resolutions:

Approval of the Name

WHEREAS, this corporation filed to do business in the State of Florida; and

WHEREAS, the name The Upper Deck Company is not available in the State of Florida and, therefore, this corporation must adopt an alternate name for use in the State of Florida;

NOW, THEREFORE, BE IT RESOLVED that this corporation adopt the name "The Upper Deck Company of California" for use in the State of Florida.

Dated: July 18, 1995

Richard P Kughr

1 PH 12:

Richard P. McWilliam

Boris H. Korbel

Paul D. Sumner



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	Richard P. McWilliam
:	Boris H. Korbel

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Paul D. Sumner



UNANIMOUS WRITTEN CONSENT

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Richard-P. McWilliam	ETARY OF COS
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Paul D. Summer	ω ₁ ,

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Dated: July 18, 1995

(R hard P. Kughn

Richard P. McWilliam

Boris H. Korbel

Paul D. Sumner

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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.	THE <u>UPPER</u> <u>DECK</u> COMPANY, "CORPORATION" or words or (Name of corporation: must include the word "NCOAPORATED", "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.)
	CALIFORNIA 3. 33 · 0331692 State or country under the law of which it is incorporated) (FEI number, if applicable) 3/21/88 5. PERPETMAL (Date of Incorporation) 5. Ourration: Year corp. will cease to exist or "perpetual"
6.	(Date of incorporation) (Duration: Tear corp. will coase to exist of perpetual) $\frac{4/1/95}{(Date first transacted business in Florida. (See sections 007.1501, 007.1502, and 817.155, F.S.)}$ $\frac{5909}{SEA} OTTER PLACE$
	CARLSBAD, CAT 72008
	WHOLESALER OF SPORTS & ENTERTAINMENT TRADING CARDS (Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida) E Name and street address of Florida registered agent:
J.	Name: CT CORPORATION SYSTEM
	Office Address: 1200 SOUTH PINE ISLAND ROAD PLANTATION , Florida, <u>33324</u> (Zip Code)

10. Registered agent's acceptance:

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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.

(Régistered agent's signature)

D.F. HICKEY, 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 addresses of officers and/or directors:

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A. DIRECTORS	
Chairman: <u>RICHAR</u>	P. McWILLIAM
Address: <u>838</u> F	ONBTH_STREET
ENCINI	TAS, CA 12024
Vice Chairman: <u>R_</u>	IARP P. KULHN
Addross: UNE	MILLEACE CONRT
OEA	RBORN, MI 48126
Director: <u>Baris</u>	H. KORBEL
Addross: <u>1242 k</u> .	NNYMEAD STREET
·	- 64 92669
	P. SNMNER
Address: <u>2808 / A</u>	METTE, SUITE 303
NEWPORT	BEACH. CA 92663
B. OFFICERS SEE ATT.	
President:	
Address:	
	PHI2: 41
Vice President:	F 5
Address:	······
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Secretary:	
Address:	
	
Treasurer:	
Address:	· · · · · · · · · · · · · · · · · · ·

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

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

14. <u>STEVEN L. WOLKENSTEIN</u>. <u>ASSISTANT</u> <u>SECRETARY</u> (Typed or printed name and capacity of person signing application)

The Upper Deck Company

Officers

Richard P. McWilliam Chief Executive Officer 838 Fourth Street Encinitas, CA 92024

Brian M. Burr President 2105 South Nevada Street Oceanside, CA 92054

Wm. David Cornwell Vice President and General Counsel 1615 Via Calendula San Clemente, CA 92673

Tony Sciolla Vice President, Marketing 1865 High Ridge Avenue Carlsbad, CA 92008

Warren Moleé Vice President, Creative Technologies 30965 La Brise Laguna Niguel, CA 92677

Sheryl Roland Vice President, Human Resources 246 Hygeria Encinitas, CA 92024 Sal L. Amatangelo Executive Vice President and Chief Financial Officer 6745 Paseo Delicias Rancho Santa Fe, CA 92067

Calvin Branch Senior Vice President, Marketing & Sales 922 Mariner Carlsbad, CA 92009

Mary Province Vice President, Treasurer/Controller 31171 Via Limon San Juan Capistrano, CA 92675

Dave McKeon Vice President, Operations 1545 Green Oak Vista, CA 92083

Stephen E. Poludniak Vice President, International 11737 Windcrest Lane San Diego, CA 92128

Steve Wolkenstein Assistant Secretary 960 Alyssum Road Carlsbad, CA 92009





BILL JONES Secretary of State (

SEC/STATE FORM CE-112 (REV. 1-95)

10003785

August 15, 1997

Amendment Section Division of Corporations P.O. Box 6327 Tallahassee, IL 32314

WITHDRAWAL OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT KE: ATTAIRS IN FLORIDA

To whom it may concern:

Please find enclosed a completed application for the above-referenced form along with check number 056570 in the amount of thirty-five (35) dollars to cover the filing fee.

Thank you for your assistance. If you have any questions or require additional information please contact me 619/929-3558.

Sincerely,

THE UPPER DECK COMPANY, LLC

Jop McDonnell **Business and Legal Affairs**

/jm L-FL815.DOC

Enclosures

ce: Steve Wolkenstein

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APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS IN FLORIDA

The Upper Deck Company dba The Upper Deck Company of California (Name of Corporation)

California

(Incorporated Under Laws Of)

This corporation is no longer transacting business or conducting affairs within the State of Florid and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

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The corporation agrees to notify the Department of State in the future of any change in its mailing address.

A.M. Sun	President
Signature	Title
Brian M. Burr	7/18/97
Typed or printed name	Date