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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

100001709231
-02/07/96--01050--003
*****78.75 *****78.75

SUBJECT: THE STERLING GROUP, A SPORTS & ENTERTAINMENT
(Name of corporation - must include suffix)

COMPANY, INC.

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:

ANTHONY GERALD WILLIARD
(Name of Person)

THE STERLING GROUP A SPORTS AND ENTERTAINMENT
(Firm/Company) COMPANY, INC.

169 EAST FLAGLER STREET SUITE 1427 ALFRED L. DUPONT
(Address) BUILDING

MIAMI, FLORIDA 33131
(City/State/Zip)

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

ANTHONY GERALD WILLIARD
(Name of Person)

at (305) 370-3376
(Area Code & Daytime Telephone Number)

96 FEB - 7 PM 06
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
JF

COURIER ADDRESS:

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

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**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 STERLING GROUP, A SPORTS & ENTERTAINMENT
COMPANY, 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. 51-0368838
(FEI number, if applicable)
4. 9/18/95
(Date of Incorporation)
5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")
6. N/A
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 169 EAST FLAGLER STREET
SUITE 1427
ALFRED J. DUPONT BUILDING
MIAMI, FL. 33131
(Current mailing address)

8. MANAGEMENT SERVICES FOR ATHLETES AND ENTERTAINERS
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: ANTHONY GERALD HILLIARD

Office Address: 169 EAST FLAGLER STREET
SUITE 1427
ALFRED J. DUPONT BUILDING
MIAMI, FL 33131, Florida, _____
(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.


(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.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: ANTHONY GERALD HILLIARD

Address: 169 EAST FLAGLER STREET STE 1427 MIAMI, FL 33131

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: ANTHONY GERALD HILLIARD

Address: (SAME AS ABOVE)

Vice President: _____

Address: _____

Secretary: ANTHONY HILLIARD

Address: (SAME AS ABOVE)

Treasurer: ANTHONY HILLIARD

Address: (SAME AS ABOVE)

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

13. _____

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

14. _____

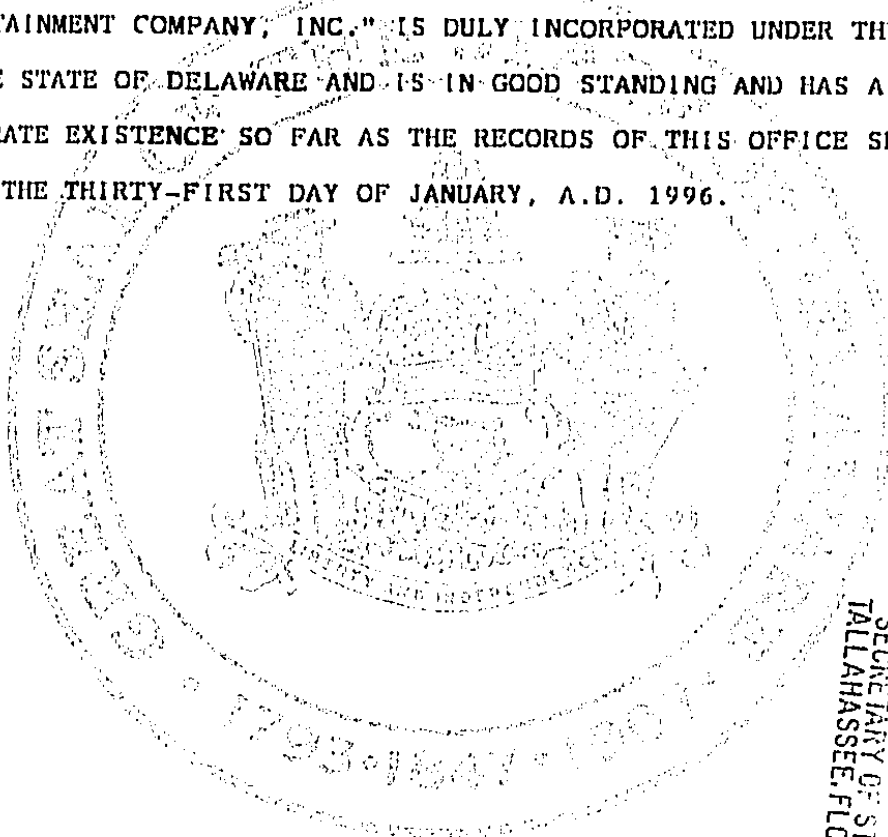
ANTHONY GERALD HILLIARD

(Typed or printed name and capacity of person signing application)

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95 FEB - 7 PM 4:07
SECRETARY OF STATE
TALLAHASSEE FLORIDA

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THE STERLING GROUP A SPORTS AND ENTERTAINMENT COMPANY, 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 JANUARY, A.D. 1996.



FILED
96 FEB -7 PM 4:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

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DATE: 7810946

01-31-96