

F96000001415

TRANSMITTAL LETTER

**TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS**

SUBJECT: Nashville Professional Hockey, Inc.
(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:

Judith A. Nave
(Name of Person)
Morris, Manning & Martin
(Firm/Company)
Suite 1600, 3343 Peachtree Road NE
(Address)
Atlanta, GA 30326
(City, State and Zip Code)

000001749730
-03/19/96--01121--007
*****70.00 *****70.00

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

Judith A. Nave at (404) 233 - 7000
(Name of Person) Area Code & Daytime Telephone Number

903/20
96 MAR 19 PM 1:59
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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
Tallahassee, FL 32314

MORRIS, MANNING & MARTIN

A LIMITED LIABILITY PARTNERSHIP

ATTORNEYS AT LAW
1400 ATLANTA FINANCIAL CENTER
3345 PEACHTREE ROAD, N.E.

ATLANTA, GEORGIA 30326-1044
TELEPHONE 404 233-7000
FACSIMILE 404 365-9532

MEMBER,
COMMERCIAL LAW AFFILIATES
WITH INDEPENDENT FIRMS
IN PRINCIPAL CITIES WORLDWIDE

WASHINGTON, D.C. OFFICE

MORRIS, MANNING, MARTIN & FLAHERTY, L.L.P.
SOUTHERN BUILDING
1200 FIFTEENTH STREET, N.W.
WASHINGTON, D.C. 20005
TELEPHONE 202 456 3193
FACSIMILE 202 456 3194

LYNNHURST OFFICE

SUITE 110
1775 B PEACHTREE DUNWOODY ROAD
ATLANTA, GEORGIA 30342
TELEPHONE 404 213-4900
FACSIMILE 404 813-2317

JUDITH A. NAVE
PARALEGAL

March 18, 1996

VIA FEDERAL EXPRESS

Qualification/Tax Liens Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Nashville Professional Hockey, Inc.

Dear Sir or Madam:

Enclosed are the following documents to qualify the above-referenced corporation in Florida:

Transmittal Letter

Originally signed Application by Foreign Corporation for Authorization to
Transact Business in Florida

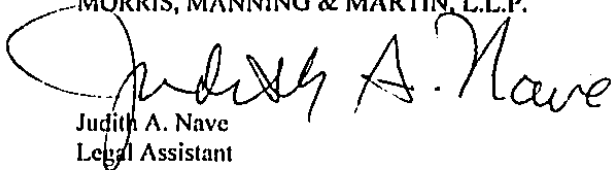
Certificate of Existence

Check for the \$70.00 filing fee

Please process these documents and send the evidence of qualification to me at the address listed
on the enclosed form Transmittal Letter. Thank you for handling this qualification.

Very truly yours,

MORRIS, MANNING & MARTIN, L.L.P.


Judith A. Nave
Legal Assistant

Enclosures

cc: Mr. Charles Felix
A. E. Martin, Esq.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. Nashville Professional Hockey, 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. Tennessee
(State or country under the law of which it is incorporated)
3. 58-2094157
(FEI number, if applicable)
4. 12/16/93
(Date of incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))
7. 417 4th Avenue North
Nashville, Tennessee 37201
(Current mailing address)
8. Any and all business not specifically prohibited to corporations for pro
under the laws of the State of Florida.
(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:

Name: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324
(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.

Mary R. Adams

(Registered agent's signature) Mary R. Adams, 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.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR 19 PM 1:59

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: David Berkman
Address: Omni Coliseum, 100 Techwood Drive, Atlanta, GA 30303

Vice Chairman: _____
Address: _____

Director: Richard J. Adler
Address: Omni Coliseum, 100 Techwood Drive, Atlanta, GA 30303

Director: Charles Felix
Address: Omni Coliseum, 100 Techwood Drive, Atlanta, GA 30303

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DIVISION OF CORPORATIONS
95 MAR 19 PM 1:59

B. OFFICERS

President: Richard J. Adler
Address: Omni Coliseum, 100 Techwood Drive, Atlanta, GA 30303

Executive _____
Vice President: Charles Felix
Address: Omni Coliseum, 100 Techwood Drive, Atlanta, GA 30303

Secretary: Charles Felix
Address: Omni Coliseum, 100 Techwood Drive, Atlanta, GA 30303

Treasurer: n/a
Address: _____

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. Charles Felix, Executive Vice President and Secretary
(Typed or printed name and capacity of person signing application)

**Secretary of State
Corporations Section**

**James K. Polk Building, Suite 1800
Nashville, Tennessee 37243-0306**

ISSUANCE DATE: 03/13/1996
REQUEST NUMBER: 96072011
TELEPHONE CONTACT: (615) 741-6488

CHARTER/QUALIFICATION DATE: 12/16/1993
STATUS: ACTIVE
CORPORATE EXPIRATION DATE: PERPETUAL
CONTROL NUMBER: 0273484
JURISDICTION: TENNESSEE

TO:
CAPITAL FILING SERVICE, INC.
7051 HIGHWAY 70 SO.
NO. 333
NASHVILLE, TN 37221

REQUESTED BY:
CAPITAL FILING SERVICE, INC.
7051 HIGHWAY 70 SO.
NO. 333
NASHVILLE, TN 37221

CERTIFICATE OF EXISTENCE

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT

"NASHVILLE PROFESSIONAL HOCKEY, INC."

IS A CORPORATION DULY INCORPORATED UNDER THE LAW OF THIS STATE WITH DATE OF
INCORPORATION AND DURATION AS GIVEN ABOVE;
THAT ALL FEES, TAXES, AND PENALTIES OWED TO THIS STATE WHICH AFFECT THE
EXISTENCE OF THE CORPORATION HAVE BEEN PAID;
THAT THE MOST RECENT CORPORATION ANNUAL REPORT REQUIRED HAS BEEN FILED
WITH THIS OFFICE; AND
THAT ARTICLES OF DISSOLUTION HAVE NOT BEEN FILED; AND
THAT ARTICLES OF TERMINATION OF CORPORATE EXISTENCE HAVE NOT BEEN FILED

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR 19 PM 1:59

FOR: REQUEST FOR CERTIFICATE

ON DATE: 03/13/96

FROM:
CAPITAL FILING SERVICE, INC.
7051 HWY 70 S
#333
NASHVILLE, TN 37221-0000

	FEES	
RECEIVED:	\$110.00	\$100.00
TOTAL PAYMENT RECEIVED:		\$210.00

RECEIPT NUMBER: 00001925727
ACCOUNT NUMBER: 00101230



Riley C Darnell

RILEY C. DARNELL
SECRETARY OF STATE

F96000001415
MORRIS, MANNING & MARTIN
A LIMITED LIABILITY PARTNERSHIP

ATTORNEYS AT LAW
1600 ATLANTA FINANCIAL CENTER
3343 PEACHTREE ROAD, N.E.
ATLANTA, GEORGIA 30326-1044
TELEPHONE 404 233-7000
FACSIMILE 404 363-9532

MEMBER,
COMMERCIAL LAW AFFILIATES
WITH INDEPENDENT FIRMS
IN PRINCIPAL CITIES WORLDWIDE

WASHINGTON, D.C. OFFICE
MORRIS, MANNING, MARTIN & PAYER, L.L.P.
SOUTHERN BUILDING
404 FIFTEENTH STREET, N.W.
WASHINGTON, D.C. 20005
TELEPHONE 202 458-5113
FACSIMILE 202 458-5144
NORTHDAKE OFFICE
SUITE 150
5725 B PEACHTREE DUNWOODY ROAD
ATLANTA, GEORGIA 30142
TELEPHONE 404 255-4900
FACSIMILE 404 343-2117

DEBORAH L. WALKER
PARALEGAL

May 28, 1996

VIA FEDERAL EXPRESS

300001844103
-05/30/96--01030--023
*****35.00 *****35.00

Secretary of State of Florida
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Nashville Professional Hockey, Inc. - Document number F96000001415

Dear Sir or Madam:

Enclosed are the following documents to Amend the name of Nashville Professional Hockey, Inc. (foreign profit corporation) to Pensacola Professional Hockey Club, Inc.

1. Application By Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida;
2. Certificate of Name Change Amendment from jurisdiction of its incorporation;
3. Letter from Florida Department of State confirming name reservation number R96000001941 for Pensacola Professional Hockey Club, Inc.; and
4. Check payable to the Secretary of State in the amount of \$35.00 to cover the filing fee.

It is respectfully requested that, when the Certificate of Name Change Amendment has been processed, a Certificate of Amendment of the Certificate of Authority be issued and that such Certificate, be returned to my attention in the enclosed prepared Federal Express Package.

Very truly yours,

MORRIS, MANNING & MARTIN, L.L.P.

Deborah L. Walker
Deborah L. Walker

:dlw
Enclosures

cc: Charles Felix
A.B.L. Martin, Esq.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 29 PM 4:20

JUN 6 1996

0168153.01

PROFIT CORPORATION

APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA (Pursuant to s. 607.1504, F.S.)

SECTION I

(1-3 must be completed)

1. Nashville Professional Hockey, Inc.
Name of corporation as it appears on the records of the Department of State.
2. Tennessee
Incorporated under laws of
3. 3-19-96
Date authorized to do business in Florida

SECTION II

(4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 4-30-96
5. Pensacola Professional Hockey Club, Inc.
Name of corporation after the amendment, adding suffix "corporation", "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.
N/A
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
N/A
New Jurisdiction


Signature

Richard J. Adler
Typed or printed name

5/22/96
Date
President
Title

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DIVISION OF CORPORATIONS
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**Secretary of State
Corporations Section**

James K. Polk Building, Suite 1800
Nashville, Tennessee 37243-0306

ISSUANCE DATE: 05/23/1996
REQUEST NUMBER: 3175-3418

CHARTER/QUALIFICATION DATE: 12/16/1993
STATUS: ACTIVE
CORPORATE EXPIRATION DATE: PERPETUAL
CONTROL NUMBER: 0273484
JURISDICTION: TENNESSEE

TO:
MORRIS MANNING & MARTIN
AT: DEBORAH WALKER
3343 PEACHTREE RD NE
ATLANTA, GA 30326

REQUESTED BY:
MORRIS MANNING & MARTIN
AT: DEBORAH WALKER
3343 PEACHTREE RD NE
ATLANTA, GA 30326

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT
"PENSACOLA PROFESSIONAL HOCKEY CLUB, INC."

WAS INCORPORATED OR QUALIFIED TO DO BUSINESS IN THE STATE OF TENNESSEE ON THE
ABOVE DATE, AND THAT THE ATTACHED DOCUMENT(S) WAS/WERE FILED IN OFFICE ON THE
DATE(S) AS BELOW INDICATED:

REFERENCE NUMBER	DATE FILED	FILING TYPE	NAM	DUR	STK	PRN	OFC	AGT	INC	MAL	FYC
3167-1305	04/30/1996	AMEND-CHARTER	X								

FOR: REQUEST FOR COPIES

ON DATE: 05/23/96

FEES

RECEIVED: \$10.00 \$10.00
TOTAL PAYMENT RECEIVED: \$20.00

RECEIPT NUMBER: 00001967510
ACCOUNT NUMBER: 00007227

FROM:
MORRIS, MANNING & MARTIN
1600 EAST TOWER
3333 PEACHTREE ST NE
ATLANTA, GA 30326-0000



Riley C Darnell

RILEY C. DARNELL
SECRETARY OF STATE

55 APR 30 AM 10:26
JIM MUMFELL
SECRETARY OF STATE

ARTICLES OF AMENDMENT

1.

55 APR 26 AM 10:07

The name of the corporation is:

JIM MUMFELL
SECRETARY OF STATE

Nashville Professional Hockey, Inc.

2.

MAY 24 1996

The first paragraph of the Charter of Incorporation of the Corporation shall be amended to be and read as follows:

"1. The name of the corporation is Pensacola Professional Hockey Club, Inc."

CERTIFIED COPY

JIM MUMFELL
SECRETARY OF STATE

3.

The amendment was duly adopted on 25th day of April 1996.

4.

The amendment was duly adopted by the Board of Directors in accordance with the provisions of Section 48-20-102 of the Tennessee Business Corporation Act without Shareholder approval. Shareholder action was not required.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be executed by a duly authorized officer on the 25th day of April, 1996

NASHVILLE PROFESSIONAL HOCKEY, INC.

By: Richard J. Adler

Richard J. Adler, President

The name of the Registered Agent is Mr. Greg Lutz.
The address for the Registered Agent is:

417 4th Avenue North
Nashville, Tennessee 37201