

Lia Offices

**HOLLAND & KETCHUM**

315 South Calhoun Street  
Suite 600  
P.O. Drawer 810 (ZIP 32302-0810)  
Tallahassee, Florida 32301

904-224-7000  
FAX 904-224-8832

April 22, 1996

A Partnership Includes Professional Corporations

Atlanta  
Fort Lauderdale  
Jacksonville  
Lakeland  
Miami

Orlando  
St. Petersburg  
Tampa  
Washington, D.C.  
West Palm Beach

**BILL TOWNSEND**  
904-425-6635

**VIA HAND DELIVERY**

Mr. Hart Collins  
Senior Corporate Section Administrator  
Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32301

Re: Capital Sports, Inc.

Dear Hart:

The above-referenced client of our office has received a notice from your Department concerning its registration with the Division of Corporation.

As you know, the mere fact of filing tax returns with the Department does not necessarily mean the corporation is "doing business" in a manner which would require registration with the Division of Corporations. A tax return is required if the corporation has nexus for tax purposes; nexus can be based upon the operation of a business activity in a state.

However, Section 607.1501(2), Florida Statutes specifies that the activities which may be engaged in by a business and that business still not be required to register with the Division because it's activities do not constitute "doing business."

Furthermore, Section 607.1501(2), Florida Statutes, clearly states that the listing of the activities in that section are a non-exhausting list of activities which do not constitute "transacting business" in Florida.

The enclosed affidavit of Robert Arrix, President of Capital Sports, Inc. establishes that operations of Capital Sports, Inc.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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pk 4/23

Mr. Hart Collins  
Re: Capital Sports, Inc.  
April 22, 1996  
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In view of the non-exclusive nature of the listing in Section 607.1501(2), Florida Statutes, and the facts of the present situation it was reasonable of our client to not register with the Division.

However, our client wishes to voluntarily register and obtain a certificate of authority in the event that the nature of its activities in Florida should change in the future. Therefore, the effective date of its registration should be 1996.

We have enclosed a completed Application by Foreign Corporation for Authority to Transact Business in Florida. You are holding our client's check in the amount of \$70.00 as set forth in the attached letter from Doug Dickinson. Please issue the appropriate certificate as soon as practicable.

If you have any questions, please contact the undersigned.

Sincerely,

HOLLAND & KNIGHT



William D. Townsend

WDT/kp

Enclosures

TAL-82358

**CONTACT:**

503085

**OFFICE USE ONLY (Document #)**

**UCC FILING & SEARCH SERVICES**

(Requester Name)

**526 EAST BAY AVENUE SUITE 200**

(Address)

**TALLAHASSEE, FL 32301 (904) 681-6528**

(City, State, Zip)

(Phone #)

W96-1498

300001883648  
-01/19/96--01100--004  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

**OFFICE USE ONLY**

**CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):**

p201

1. Capital Sports Inc. (Corporation Name) (Document #)
2. \_\_\_\_\_ (Corporation Name) (Document #)
3. \_\_\_\_\_ (Corporation Name) (Document #)
4. \_\_\_\_\_ (Corporation Name) (Document #)

☒ Walk in ☐ Pick up time \_\_\_\_\_

☐ Certified Copy

☐ Mail out ☐ Will wait

☐ Photocopy

☐ Certificate of Status

☐ CERTIFICATE OF GOOD STANDING

ARTICLES ONLY  
ALL CHARTER DOCS

| NEW FILINGS              |                   |
|--------------------------|-------------------|
| <input type="checkbox"/> | Profit            |
| <input type="checkbox"/> | NonProfit         |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication     |
| <input type="checkbox"/> | Other             |

| AMENDMENTS               |                                       |
|--------------------------|---------------------------------------|
| <input type="checkbox"/> | Amendment                             |
| <input type="checkbox"/> | Resignation of R.A., Officer/Director |
| <input type="checkbox"/> | Change of Registered Agent            |
| <input type="checkbox"/> | Dissolution/Withdrawal                |
| <input type="checkbox"/> | Merger                                |

- ☐ Certificate of FICTITIOUS NAME  
☐ FICTITIOUS NAME SEARCH  
☐ CORP SEARCH

| OTHER FILINGS            |                  |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report    |
| <input type="checkbox"/> | Fictitious Name  |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/QUALIFICATION          |                     |
|-------------------------------------|---------------------|
| <input checked="" type="checkbox"/> | Foreign             |
| <input type="checkbox"/>            | Limited Partnership |
| <input type="checkbox"/>            | Reinstatement       |
| <input type="checkbox"/>            | Trademark           |
| <input type="checkbox"/>            | Other               |

**HOLD FOR  
PICKUP BY  
UCC SERVICES**

Examiner's Initials



**FLORIDA DEPARTMENT OF STATE**

**Sandra B. Morthum**  
Secretary of State

January 19, 1996

**UCC FILING & SEARCH**

**SUBJECT: CAPITAL SPORTS, INC.**  
Ref. Number: W9600001498

We have received your document for CAPITAL SPORTS, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

Pursuant to section 607.1502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business in Florida prior to qualification and the appropriate charter tax and annual report fees that would have been due this office had the corporation qualified the year it began operations in this state. Please complete the enclosed form INHSE37 and contact this office for the charter tax due. The amount entitled this office in annual report fees and penalty fees is \$17261.25.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business or conducting affairs in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business or conducting its affairs in Florida prior to the year the application was submitted did not constitute transacting business or conducting affairs pursuant to section 607.1501 or 617.1501, Florida Statutes.

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

If you have any questions concerning the filing of your document, please call (904) 487-6094.

Doug Dickinson

**AFFIDAVIT OF ROBERT J. ARRIX**

**STATE OF NEW YORK)  
COUNTY OF QUEENS)**

BEFORE ME, the undersigned authority, personally appeared ROBERT J. ARRIX who being duly sworn deposes and says:

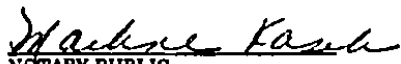
1. He is the Chairman and C.E.O. of CAPITAL SPORTS, INC., a Connecticut corporation, and is a resident of the State of Connecticut.
2. Affiant executes this affidavit in his capacity as the Chairman and C.E.O. of CAPITAL SPORTS, INC.
3. CAPITAL SPORTS, INC. is engaged in the business of conducting multi-state product/market research and analysis on behalf of corporate clients, and in the business of managing sporting events. CAPITAL SPORTS, INC. conducts its business activities in many states and in interstate commerce including Connecticut, New York and Florida. The corporate offices and primary business operations of CAPITAL SPORTS, INC. are located in Stamford, Connecticut.
4. The activities of CAPITAL SPORTS, INC. constitute transacting business in interstate commerce within the meaning of Section 607.1501(2)(i), F.S. and therefore, the activities of CAPITAL SPORTS, INC. do not obligate it to obtain a Certificate of Authority from your office pursuant to Section 607.1501.

**FURTHER AFFIANT SAYETH NOT.**

  
ROBERT J. ARRIX

SWORN TO AND SUBSCRIBED before me this 3 day of April, 1996, by Robert J. Arrix, a person of lawful age, who is personally known to me or who has produced \_\_\_\_\_ as identification and who did/did not take an oath.

MARLENE KASELIS  
Notary Public, State of New York  
No. 41-4791342  
Qualified in Queens County  
Commission Expires 6/30/97

  
NOTARY PUBLIC,  
State of Connecticut at Large

MARLENE KASELIS  
(Print Name)

My Commission Expires: 6/30/97

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
56 APR 23 AM 11:58

**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. CAPITAL SPORTS, 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. NEW YORK 3. 13-2748886  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 1973 5. Perpetual  
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 1980  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. Metro Center/ 1 Station Place  
Stamford, Ct 06902  
(Current mailing address)
8. Marketing sporting event  
(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: MARSHALL E. WOOD

Office Address: 303 CENTRE STREET, SUITE 200  
FERNANDINA BEACH, Florida, 32034  
(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.*

Marshall E. Wood  
(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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12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Robert J. Arrix

Address: 118 Evergreen Rd.

New Canaan, Ct. 06840

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

B. OFFICERS

President: Robert J. Arrix

Address: 118 Evergreen Rd.

New Canaan, Ct. 06840

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: Catherine Arrix

Address: 118 Evergreen Rd.

New Canaan, Ct. 06840

Treasurer: \_\_\_\_\_

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. Robert J. Arrix  
(Typed or printed name and capacity of person signing application)

**State of New York** | **ss:**  
**Department of State**

I heroby certify, that the certificate of incorporation of CAPITAL SPORTS, INC. was filed on 05/04/1973, with perpetual duration, and that I have made a diligent examination of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, I find no such certificate, order or record, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

The Statement of Addresses and Directors is past due.

\*\*\*

Witness my hand and the official seal  
of the Department of State at the City  
of Albany, this 31st day of October  
one thousand nine hundred and  
ninety-five.



*Alexander F. Trenchard*

Secretary of State

199511010101

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DIVISION OF CORPORATIONS  
96 APR 23 AM 11:58