

Document Number Only

**F96000004637**

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

222-1092  
09/07/96--01110--027  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

**CORPORATION(S) NAME**

*Frazier/King Merchandising, Inc.*

# 910

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 SEP 10 PM 2:00

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|--|---|---|
| <input checked="" type="checkbox"/> Profit     | <input type="checkbox"/> Amendment              | <input type="checkbox"/> Merger             |
| <input type="checkbox"/> NonProfit             | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark               |
| <input type="checkbox"/> Limited Liability Co. | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other UCC Filing   |
| <input checked="" type="checkbox"/> Foreign    | <input type="checkbox"/> Reservation            | <input type="checkbox"/> Change of R.A.     |
| <input type="checkbox"/> Limited Partnership   | <input type="checkbox"/> Photo Copies           | <input type="checkbox"/> Fic. Name          |
| <input type="checkbox"/> Reinstatement         | <input type="checkbox"/> CUS                    |   |
| <input type="checkbox"/> Certified Copy        | <input type="checkbox"/> Call When Ready        | <input type="checkbox"/> After 4:30         |
| <input type="checkbox"/> Call if Problem       | <input type="checkbox"/> Walk In                | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out              |   |   |

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9-10

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION  
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. Frazier/King Merchandising, 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. 75-2666615  
(FEI number, if applicable)
4. August 20, 1996  
(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 817.156, F.S.))
7. 100 East Royal Lane, Suite 300, Irving, Texas 75039  
(Current mailing address)
8. sports merchandising  
(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: C T Corporation System  
Office Address: c/o C T Corporation System, 1200 South Pine Island Road  
Plantation, Florida, 33324  
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

(Registered agent's signature) (Officer)

DANIEL P. McMAHON - Asst. Secy  
(Type Name and Title of Officer)

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SECRETARY OF  
CORPORATIONS  
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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:

A. DIRECTORS

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

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

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

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

Director: Jeffery J. King

Address: 100 East Royal Lane, Suite 300

Irving, Texas 75039

Director: Edward C. Frazier

Address: 100 East Royal Lane, Suite 300

Irving, Texas 75039

B. OFFICERS

President: Jeffery J. King

Address: 100 East Royal Lane, Suite 300

Irving, Texas 75039

Vice President: Edward C. Frazier

Address: 100 East Royal Lane, Suite 300

Irving, Texas 75039

Secretary: Edward C. Frazier

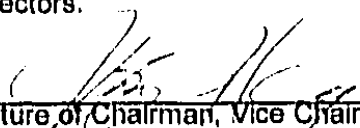
Address: 100 East Royal Lane, Suite 300

Irving, Texas 75039

Treasurer: Edward C. Frazier

Address: 100 East Royal Lane, Suite 100  
Irving, Texas 75019

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. JEFFERY J. KING, President  
(Typed or printed name and capacity of person signing application)

*Office of the Secretary of State*

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FRAZIER/KING MERCHANDISING, 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 TWENTY-NINTH DAY OF AUGUST, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 SEP 10 PM 2:00



*Edward J. Freel*  
\_\_\_\_\_  
Edward J. Freel, Secretary of State

AUTHENTICATION

DATE

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08-29-96