

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-0000
904-222-0000

800-342-8086



ACCOUNT NO. : 072100000032

REFERENCE : 133749 4806702

AUTHORIZATION : Patricia Piziks

COST LIMIT : \$ 70.00

ORDER DATE : October 25, 1996

ORDER TIME : 12:45 PM

ORDER NO. : 133749-025

CUSTOMER NO: 4806702

300001991573--2

CUSTOMER: Laura Mallach, Legal Assistant
Metromedia Company
One Meadowlands Plaza

W96-23132

East Rutherford, NJ 07073

FOREIGN FILINGS

NAME: EMPIRE SOCCER CLUB, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

FILED
96 OCT 30 AM 10:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RECEIVED
06 NOV -1 AM 9:58
OFFICE OF CORPORATION

October 30, 1996

CSC NETWORKS

RESUBMIT

Please give original
submission date as file date.

SUBJECT: EMPIRE SOCCER CLUB, INC.
Ref. Number: W96000023132

We have received your document(s) in this office, however, the document is being returned for the following:

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6097.

Michael Mays
Document Specialist

Letter Number: 396A00050112

**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. Empire Soccer Club, 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. 13-3836182
(FEI number, if applicable)
4. June 5, 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 817.155, F.S.))
7. c/o Metromedia Company, One Meadowlands Plaza
East Rutherford, NJ 07073
(Current mailing address)
8. The management of professional soccer teams.
(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

, Florida , 32301

(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.

Corporation Service Company

By: Vicki Schreiber Asst. V.P.
(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: (Street address ONLY- P. O. Box NOT acceptable)

SEE EXHIBIT A

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

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: _____

Address: _____

Vice President: _____

Address: _____


Secretary: _____

Address: _____

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. James B. Singleton, Assistant Secretary
(Typed or printed name and capacity of person signing application)

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EXHIBIT A OFFICERS ADDRESSES

John W. Kluge
President
c/o Metromedia Company
One Meadowlands Plaza
East Rutherford, NJ 07073

Stuart Subotnick
Executive Vice President
c/o Metromedia Company
One Meadowlands Plaza
East Rutherford, NJ 07073

Arnold L. Wadler
Senior Vice President, Secretary and General Counsel
c/o Metromedia Company
One Meadowlands Plaza
East Rutherford, NJ 07073

Silvia Kessel
Senior Vice President
c/o Metromedia Company
One Meadowlands Plaza
East Rutherford, NJ 07073

Robert A. Maresca
Senior Vice President & Treasurer
c/o Metromedia Company
One Meadowlands Plaza
East Rutherford, NJ 07073

Charles Stillitano
Vice President
Empire Soccer Club
One Harmon Plaza
Secaucus, NJ 07096

William Rose
Vice President
Empire Soccer Club
One Harmon Plaza

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Steven J. Joffe
Vice President - Tax
c/o Metromedia Company
One Meadowlands Plaza
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David Gussler
Vice President & Controller
c/o Metromedia Company
One Meadowlands Plaza
East Rutherford, NJ 07073

James B. Singleton
Assistant Secretary
c/o Metromedia Company
One Meadowlands Plaza
East Rutherford, NJ 07073

DIRECTORS ADDRESSES

John W. Kluge
c/o Metromedia Company
One Meadowlands Plaza
East Rutherford, NJ 07073

Stuart Subotnick
c/o Metromedia Company
One Meadowlands Plaza
East Rutherford, NJ 07073

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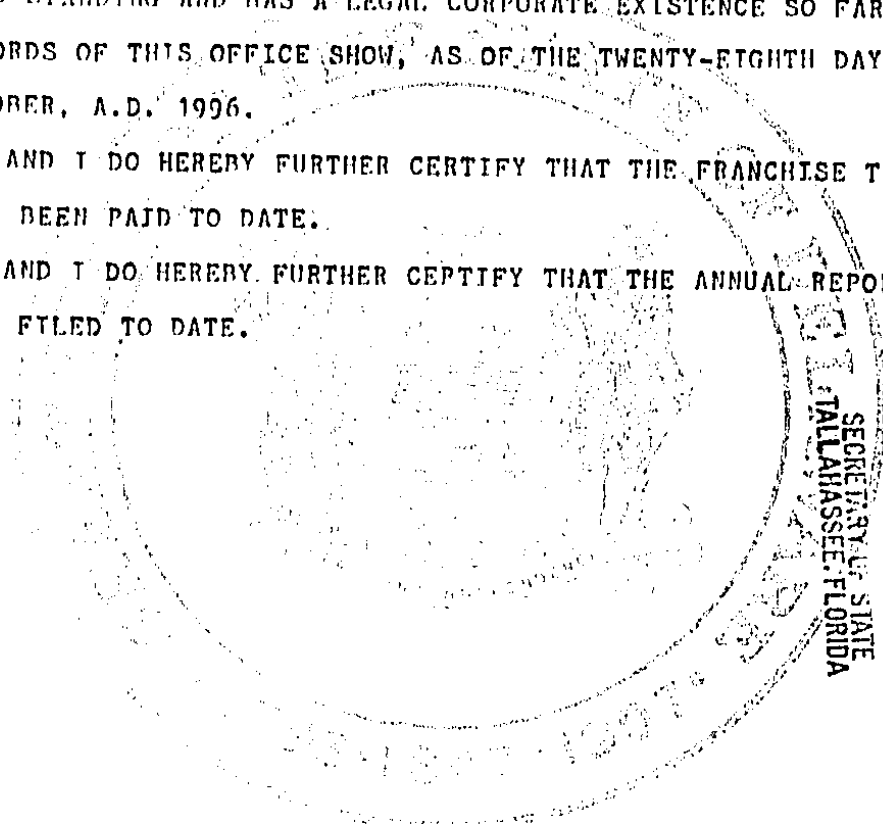
State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EMPIRE SOCCER CLUB, 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-EIGHTH DAY OF OCTOBER, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 OCT 30 AM 10:42

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Edward J. Freel

Edward J. Freel, Secretary of State

2513194 8300

960312488

AUTHENTICATION: 8165445

DATE: 10-28-96