

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 227-7228

**F 98000002016**

Triumph Florida, Inc.

300002479353--8  
-04/06/98--01013--020  
\*\*\*1907.50 \*\*\*\*\*70.00

- Art of Inc. File W98-7590
- LTD Partnership File
- Foreign Corp. File P4/18
- L.C. File
- Fictitious Name File
- Trade/Service Mark
- Merger File
- Art. of Amend. File
- RA Resignation
- Dissolution / Withdrawal
- Annual Report / Reinstatement
- Cert. Copy
- Photo Copy
- Certificate of Good Standing
- Certificate of Status
- Certificate of Fictitious Name
- Corp Record Search
- Officer Search
- Fictitious Search
- Fictitious Owner Search
- Vehicle Search
- Driving Record
- UCC 1 or 3 File
- UCC 11 Search
- UCC 11 Retrieval
- Courier

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98 APR - 8 PM 1:09

RECEIVED  
98 APR - 6 AM 9:46  
DIVISION OF CORPORATIONS

File First

Signature \_\_\_\_\_

Requested by: Cher 4.6 917  
Name Date Time

Walk-In \_\_\_\_\_ Will Pick Up \_\_\_\_\_



*File First*

FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

April 6, 1998

CAPITAL CONNECTIONS, INC.  
ATTN: CHER

SUBJECT: TRIUMPH FLORIDA, INC.  
Ref. Number: W98000007590

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98 APR -8 PM 12: 00  
DIVISION OF CORPORATION

We have received your document for TRIUMPH FLORIDA, INC. and your check(s) totaling \$1907.50. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

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Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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 (850) 487-6958.

Lee Rivers  
Document Specialist

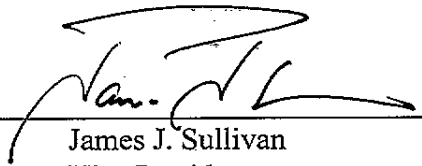
Letter Number: 798A00018116

*Corrected*

**RESOLUTION OF BOARD OF DIRECTORS**

I, the undersigned, James J. Sullivan, do certify that this Resolution of the Board of Directors of Triumph Florida, Inc., a corporation duly organized and existing under the laws of the State of Delaware was duly adopted April 6, 1998. Be it resolved, that Triumph Florida, Inc. organized and existing in the State of Delaware, hereby adopts the name Triumph Outdoor Florida, Inc. for use in Florida.

Dated: April 6, 1998

  
James J. Sullivan  
Vice President

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### 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. Triumph Florida, 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 3. \_\_\_\_\_  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. April 1, 1998 5. Perpetual  
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. upon approval of application  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. c/o Triumph Holdings, LLC, 500 Fifth Ave, Ste. 3030  
New York, New York 10110  
(Current mailing address)

8. Any lawful act under Delaware Corporation Law  
(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: Richard H. Breit, Esq.

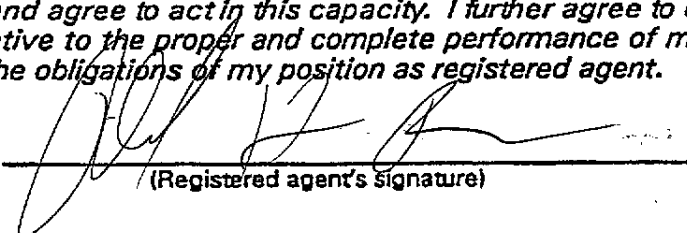
Office Address: 3111 Stirling Road

Fort Lauderdale, Florida, 33312  
(Zip Code)

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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.

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

A. DIRECTORS

Chairman: n/a

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

Vice Chairman: n/a

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

Director: Bruce A. Friedman

Address: 205 East Carrillo Street, Suite 215  
Santa Barbara, CA 93101

Director: James J. Sullivan

Address: 500 Fifth Avenue, Suite 3030  
New York, New York 10110

B. OFFICERS

President: Bruce A. Friedman

Address: 205 East Carrillo St., Suite 215  
Santa Barbara, CA 93101

Vice President: James J. Sullivan

Address: 500 Fifth Avenue, Suite 3030  
New York, New York 10110

Secretary: James J. Sullivan

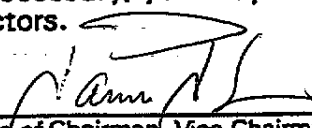
Address: same as above

Treasurer: James J. Sullivan

Address: same as above

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

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TRIUMPH FLORIDA, 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 FIRST DAY OF APRIL, A.D. 1998.

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

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DIVISION OF CORPORATIONS  
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*Edward J. Freel*

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: 9006594

04-01-98

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