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GOMEL & DAVIS, LLP
ATTORNEYS AT LAW

700 MARQUIS TWO TOWER
285 PEACHTREE CENTER AVENUE, N.E.
ATLANTA, GEORGIA 30303-1230
TELEPHONE (404) 223-5900
FAX (404) 524-4755

WALTER E. GOMEL, P.C.
RONALD J. DAVIS
JED STEVEN BEARDSLEY
GREGORY A. SANDERSON, P.C.
DAVID L. WATSON

TIMOTHY R. BROWN
ANN S. ROTROFF
CLAIRE FISHMAN
HAROLD G. ARNWINNE
MELISA HICKS
GREGORY M. FRASSRAND

OF COUNSEL
WILLIAM K. NORMAN
LOS ANGELES, CALIFORNIA
TELEPHONE (310) 282-9900

ROBERT J. KAUFMAN
ATLANTA, GEORGIA
TELEPHONE (770) 390-9200

April 30, 1998

Florida Secretary of State
Qualification / Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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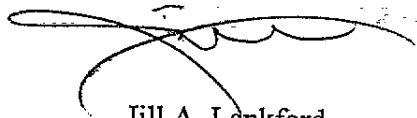
Re: American Sports Tickets & Tours, Inc. d/b/a Ticket Pros USA, Florida Division

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check in the amount of \$78.75, which represents \$70.00 for Application fee and \$8.75 for certificate of good standing, are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the address listed above.

Sincerely,



Jill A. Lankford,
Legal Assistant

vjal
enclosures
cc: Mr. James Guajardo
A0076\Fla Qualification Ltr

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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. American Sports Tickets & Tours, 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. Nevada
(State or country under the law of which it is incorporated)
3. 58-2239884
(FEI number, if applicable)
4. May 14, 1996
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. date in which this application is filed
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 7310 Brookwood Way
Cumming, GA 30131
(Current mailing address)
8. Sport and Entertainment Ticket Sales and tours
(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: Sunnie Finkle

Office Address: 2912 NW 67th Ct.
Ft. Lauderdale, Florida, 33309
(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.

Sunnie E. Finkle
(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)

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

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: James Guajardo

Address: 7310 Brookwood Way

Cumming, GA 30131

Director: _____

Address: _____

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

President: James Guajardo

Address: 7310 Brookwood Way

Cumming, GA 30131

Vice President: Dionne O. Guajardo

Address: 7310 Brookwood Way

Cumming, GA 30131

Secretary: James Guajardo

Address: 7310 Brookwood Way

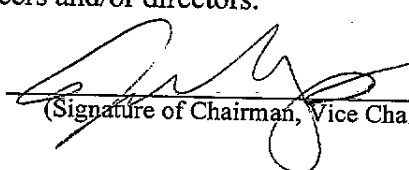
Cumming, GA 30131

Treasurer: James Guajardo

Address: 7310 Brookwood Way

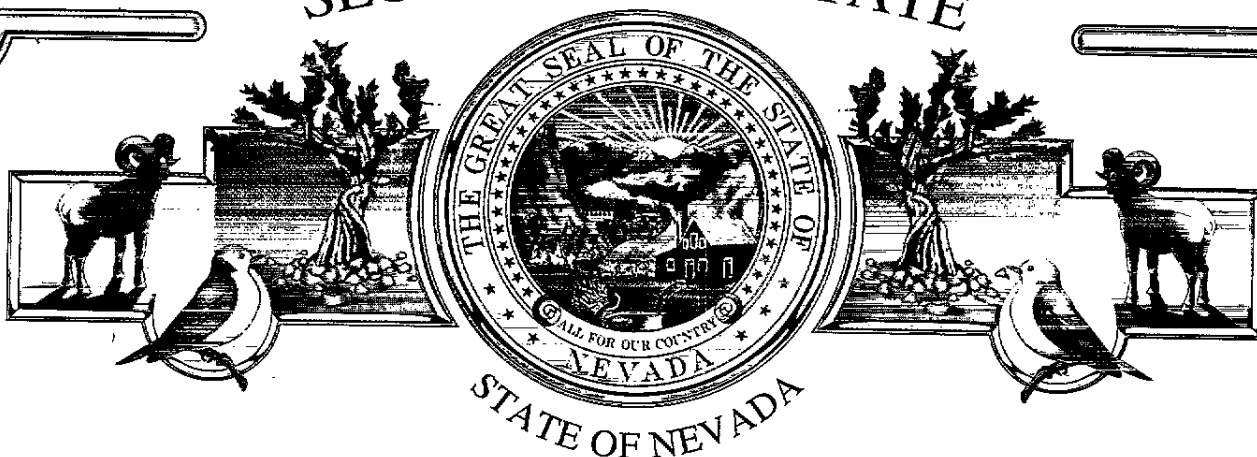
Cumming, GA 30131

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 Guajardo, President and Sole Director
(Typed or printed name and capacity of person signing application)

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, and limited-liability partnerships pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **AMERICAN SPORTS TICKETS & TOURS, INC.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since May 14, 1996, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on April 27, 1998.

Dean Heller

Secretary of State

By

CMA

Certification Clerk

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