

F98000005587

PREMIER CORPORATE SERVICES, INC.

208 South LaSalle, Suite 1855

Chicago, IL 60604

Telephone: (312) 346-3606

Fax: (312) 346-3607

DOCUMENT FILING TRANSMITTAL FORM

To: Florida Secretary of State

From: Joseph Canham - PCS

Date: September 17, 1998

Job Number: AA-98-0132

Corporate Name:

Attached for filing please find the following:

	Articles of Incorporation		Merger Document(s)
X	Application for Qualification		Change of Agent
	Good Standing Attached		Dissolution/Withdrawal
	Good Standing to Follow		UCC
	Amendment to Incorporation/Qualification		
X	Check Enclosed	Check Number	Amount
	Other:		

Special Comments:

PLEASE RETURN FILE STAMPED DUPLICATE ORIGINAL AS EVIDENCE, AND PROVIDE A CERTIFICATE OF GOOD STANDING FROM FLORIDA WITH THE EVIDENCE. IF YOU HAVE ANY QUESTIONS OR COMMENTS, PLEASE CONTACT ME DIRECTLY AT 800/934-2556.

Type of Service:

	Same Day		24 Hour	X	Regular
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Return Original Evidence to:

With a Copy to:

Premier Corporate Services, Inc. Joseph Canham 208 South LaSalle Street Suite 1855 Chicago, IL 60604	
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Send Via :

	Fax:		FedEX - No. 2218-5555-8	X	Regular Mail
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TALLAHASSEE FLORIDA

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10/7

**APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR
AUTHORIZATION TO CONDUCT ITS AFFAIRS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR
AUTHORIZATION TO CONDUCT ITS AFFAIRS IN THE STATE OF FLORIDA:*

1. Arena Football League, Inc.

(Name of corporation: must include the word "INCORPORATED" or "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. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.)

2. Delaware

(State or country under the law of which it is incorporated)

3. 14-1746485

(FEI number, if applicable)

4. 12/23/91

(Date of Incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification

(Date corporation first conducted Affairs in Florida -
See sections 617.1501, 617.1502, and 817.155, F.S.)

7. 75 E. Wacker Drive, Suite 400

Chicago, IL 60601

(Current mailing address)

8. To operate a professional indoor football league and all services ancillary thereto.
(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:**

NRAI Services, Inc.

(Name)

526 E. Park Avenue

(Office address)

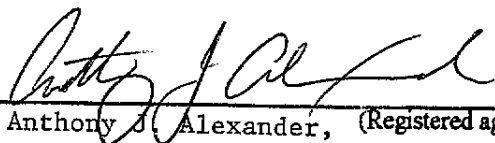
Tallahassee, Florida, 32301

(City)

(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.



Anthony J. Alexander, (Registered agent's signature) Asst. VP of NRAI Services, Inc.

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

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

Chairman: See Attached List

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See Attached List

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)

Ronald J. Kurpiers, President

(Typed or printed name and capacity of person signing application)

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TALLAHASSEE FLORIDA

**ARENA FOOTBALL LEAGUE, INC.
OFFICERS & DIRECTORS**

AFL OFFICERS

Ronald J. Kurpiers II
President and General Counsel
75 E. Wacker Drive, Suite 400
Chicago, IL 60601

Larry Orrico
Vice President & Treasurer
75 E. Wacker Drive, Suite 400
Chicago, IL 60601

Jerry Trice
Vice President
75 E. Wacker Drive, Suite 400
Chicago, IL 60601

Hollis Godfrey
Secretary
2026 W. University Drive
Denton, TX 76201

AFL DIRECTORS

Glenn Mazula
C/o DBE
14 Computer Drive East
Albany, NY 12205

Garry Merritt
2 Greenway Plaza, Suite 400
Houston, TX 77046

Bruce Frey
1897 Palm Beach Lakes, #211
West Palm Beach, FL 33409

Jim Foster
319 7th Street, Suite 222
Des Moines, IA 50309

Ed Gatlin
5384 Poplar Avenue, # 331
Memphis, TN 38119

Ramune Ambrozaitis
600 East Brokaw Drive
San Jose, CA 95112

Dan DeVos
201 Monroe Avenue NW #500
Grand Rapids, MI 49503

Peter "Woody" Kern
2026 West University Drive
Denton, TX 76201

Frank Murphy
Two Pennsylvania Plaza
New York, NY 10121

Andy Vallozzi
100 E. Wisconsin Avenue
Suite 2300
Milwaukee, WI 53202

E. Burke Ross, Jr.
330 South Street
P.O. Box 1975
Morristown, NJ 07962

Jack Youngblood
20 N. Orange Avenue, Suite 101
Orlando, FL 32801

Gene Nudo
201 East Jefferson
Phoenix, AZ 85004

Mark E. Hamister
661 Delaware Avenue
Buffalo, NY 14202

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TALLAHASSEE FLORIDA

State of Delaware
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 "ARENA FOOTBALL LEAGUE, 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 EIGHTEENTH DAY OF SEPTEMBER, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ARENA FOOTBALL LEAGUE, INC." WAS INCORPORATED ON THE TWENTY-THIRD DAY OF DECEMBER, A.D. 1991.

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

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TALLAHASSEE FLORIDA



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2282745 8300

AUTHENTICATION: 9310072

981363495

DATE: 09-18-98