

F98000005997

DIVERSIFIED CORPORATE SERVICES INT'L, INC.

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October 23, 1998

Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32301
Att: CORPORATIONS DIVISION

600002672406--6
-10/26/98--01087--004
****122.50 *****78.75

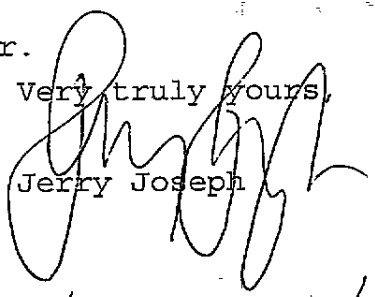
RE: PAUL SPORTS, EVENTS & ENTERTAINMENT MARKETING, INC.

Dear Sirs/Madams,

W98-24297

Enclosed please find an ORIGINAL and COPY of the APPLICATION FOR AUTHORITY for the above referenced corporation. Please FILE AND CERTIFY, using the attached check in full payment for services requested, and return to the above using the enclosed FEDERAL EXPRESS envelope.

Thank you for your cooperation in this matter.

Very truly yours,

Jerry Joseph

10/27 spoke to Mr. Joseph - he'll
overnight corrected ap. to
my attention

no FEI
no principal address
no officer titles

SECRETARY OF STATE
TALLAHASSEE FLORIDA

98 OCT 28 PM 12:49

FILED

10/28



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 27, 1998

DIVERSIFIED CORPORATE SERVICES, INT'L, INC.
100 GOLDEN ISLES DR., STE. 1204
HALLANDALE, FL 33009

SUBJECT: PAUL SPORTS, EVENTS & ENTERTAINMENT MARKETING, INC.
Ref. Number: W98000024297

We have received your document for PAUL SPORTS, EVENTS & ENTERTAINMENT MARKETING, INC. and your check(s) totaling \$122.50. However, the document has not been filed and is being retained in this office for the following:

This letter is to make note of our phone conversation this morning. The application you sent did not meet our current standards, and you are sending a corrected one to my attention.

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: 198A00052669

DIV

APPLICATION FOR CERTIFICATE OF AUTHORITY OF
PAUL SPORTS, EVENTS & ENTERTAINMENT MARKETING, INC.

under Chapter 607.1503 of the Florida Statutes

Filed by: Murray M. Loëcher, Esq.

130 Prince Street, 5th Floor
New York, New York 10012

DIV

APPLICATION FOR AUTHORITY OF

PAUL SPORTS, EVENTS & ENTERTAINMENT MARKETING, INC.

under Chapter 607.317 of the Business Corporation Law

THE UNDERSIGNED, being the President of Paul Sports, events & Entertainment Marketing, Inc., for the purpose of applying for authority to do business in the State of Florida, pursuant to Chapter 607.317 of the Business Corporation Law, does hereby certify and set forth:

[1] The name of the Corporation is:

PAUL SPORTS, EVENTS & ENTERTAINMENT MARKETING, INC.

[2] The Certificate of Incorporation of Paul Sports, Events & Entertainment Marketing, Inc., was filed with the Department of State of the State of New York on the 5th day of March, 1996, with perpetual duration, under the name Paul Group Ltd.

[3] Paul Sports, Events & Entertainment Marketing, Inc., shall commence doing business within the State of Florida, only, upon qualification by the Department of State of that State.

[4] The principal office and mailing address of the Corporation within the State of Florida shall be located at:

3418 Handy Road, Suite 101
Tampa, Florida 33618

[5] The registered office and the registered agent of the Corporation within the State of Florida shall be located at:

100 Golden Isles Drive, Suite 1204
Hallandale, Florida 33009
Jerry Joseph, Agent

[a] Having been named to accept service of process for the above stated Corporation, at the place herein designated, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325 Florida Statutes.

Signed: _____

Jerry Joseph, Agent

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

[6] The name and address of each Officer and Director of the Corporation is hereby stated as follows:

Nicholas Paul Pres. 3418 Handy Road, Suite 101, Tampa, Florida 33618
Sara Arnell Sec. 3418 Handy Road, Suite 101, Tampa, Florida 33618

[7] The nature of the business which Paul Sports, Events & Entertainment Marketing, Inc., shall conduct within the State of Florida is as follows:

To engage in any lawful act or activity for which corporations may be organized under the Business Corporation Law exclusive of any act or activity requiring the consent or approval of any state official, department, board, agency or other body without such consent or approval first being obtained; subject to any express limitations set forth herein, or in the Business Corporation Law.

To engage in the business of furnishing amusement, entertainment and diversion to the public, either indoors or outdoors, and to that end, to purchase or lease amusement parks, golf parks, outdoor theatres, indoor theatres, motion picture theatres, athletic fields, arenas, and other places to manage and conduct the same as places of public amusement and diversion; and to grant concessions to individuals, companies or corporations to conduct at such places of amusement particular businesses for the amusement, entertainment and refreshment of the public.

The powers, rights and privileges provided in this certificate are not to be deemed to be in limitation of similar, other or additional powers, rights and privileges granted or permitted to a corporation by the Business Corporation Law, it being intended that this corporation shall have all the rights, powers and privileges granted or permitted to a corporation by such statute.

[7] The total number of shares which the Corporation is authorized to issue is two hundred (200) shares, all of which are to be without par value.

IN WITNESS WHEREOF, I have signed this Certificate on this 14th day of October, 1998, and I affirm the statements contained herein as true, under penalties of perjury.



Nicholas Paul
President

3418 Handy Road, Suite 101
Tampa, Florida 33618

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

State of New York
Department of State } ss:

I hereby certify, that the certificate of incorporation of PAUL SPORTS, EVENTS & ENTERTAINMENT MARKETING, INC. was filed on 03/05/1996, under the name of PAUL GROUP LTD., with perpetual duration, and that a diligent examination has been made of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation. I further certify the following:

A Certificate of Amendment PAUL GROUP LTD., changing name to PAUL EVENT SPORTS & ENTERTAINMENT PROPERTIES LTD., was filed 05/09/1996.

A Certificate of Amendment PAUL EVENT SPORTS & ENTERTAINMENT PROPERTIES LTD., changing name to PAUL EVENTS, SPORTS & ENTERTAINMENT MARKETING, INC., was filed 05/31/1996.

A Certificate of Amendment PAUL EVENTS, SPORTS & ENTERTAINMENT MARKETING, INC., changing name to PAUL SPORTS, EVENTS & ENTERTAINMENT MARKETING, INC., was filed 06/13/1996.

The Biennial Statement is past due.

I further certify, that no other certificates have been filed by such corporation.



J. Leub

Special Deputy Secretary of State

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TALLAHASSEE FLORIDA