



THE UNITED STATES CORPORATION COMPANY

F99000000052

ACCOUNT NO. : 072100000032

REFERENCE : 066397 4332362

AUTHORIZATION :

Patricia Piquero

COST LIMIT : \$ 2370.00

ORDER DATE : December 15, 1998

ORDER TIME : 8:35 AM

ORDER NO. : 066397-005

CUSTOMER NO: 4332362

CUSTOMER: Jean Harrison, Paralegal
Brownstein Hyatt Farber &
410 17th Street, 22nd Floor

Denver, CO 80202

700002729957--0

FOREIGN FILINGS

NAME: CLUB SPORTS INTERNATIONAL
ACQUISITIONS, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Robert Maxwell

RECEIVED
99 JAN -5 AM 9:55
DIVISION OF CORPORATIONS

At 115

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN -5 PM 12:10

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 officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

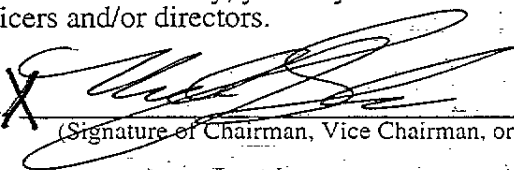
Secretary: _____

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. Michael J. Graham, Secretary
(Typed or printed name and capacity of person signing application)

OFFICERS/DIRECTORS RIDER

FL-Application by Foreign Corporation for Authorization

Club Sports International Acquisitions, Inc.

List of Officers

Name: Thomas W. Lyneis **Title:** President
Bus. Addr.: 1700 Broadway, Suite 1900, Denver, CO 80290

Name: Michael J. Graham **Title:** VP, Sec. & Treas.
Bus. Addr.: 1700 Broadway, Suite 1900, Denver, CO 80290

Name: Eddie D. Williams **Title:** Vice President
Bus. Addr.: 1700 Broadway, Suite 1900, Denver, CO 80290

List of Directors

Name: Merrick (Rick) Kleeman **Term:** Jan 01, 1999
Bus. Addr.: Three Pickwick Plaza, Suite 25, Greenwich, CT 06830

Name: Dan Yih **Term:** Jan 01, 1999
Bus. Addr.: 875 North Michigan Ave., #250, Chicago, IL 60611



STATE OF COLORADO

DEPARTMENT OF
STATE

CERTIFICATE

I, VICTORIA BUCKLEY, SECRETARY OF STATE OF THE STATE OF
COLORADO. HEREBY CERTIFY THAT

ACCORDING TO THE RECORDS OF THIS OFFICE

CLUB SPORTS INTERNATIONAL ACQUISITIONS, INC.
(COLORADO CORPORATION)

FILE # 19881077538 WAS FILED IN THIS OFFICE ON August 03, 1988
AND HAS COMPLIED WITH THE APPLICABLE PROVISIONS OF THE
LAWS OF THE STATE OF COLORADO AND ON THIS DATE IS IN GOOD
STANDING AND AUTHORIZED AND COMPETENT TO TRANSACT BUSINESS
OR TO CONDUCT ITS AFFAIRS WITHIN THIS STATE.

Dated: November 24, 1998

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN -5 PM 12:10

Victoria Buckley

SECRETARY OF STATE