

F99000000381



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 103448 4332362

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pizut

ORDER DATE : January 19, 1999

ORDER TIME : 12:19 PM

ORDER NO. : 103448-010

CUSTOMER NO: 4332362

400002748354--0

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

Denver, CO 80202

FOREIGN FILINGS

NAME: CLUB SPORTS INTERNATIONAL,
INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

FILED
99 JAN 20 PM 2:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AL JAN 20 1999
RECEIVED
99 JAN 20 PM 12:53
DIVISION OF CORPORATION

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. Club Sports International, 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
(State or country under the law of which it is incorporated)
3. 84-1137009
(FEI number, if applicable)
4. December 31, 1986
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 1700 Broadway, Suite 1900, Denver, CO 80290

(Current mailing address)

To engage in any act or activity for which corporations may be organized.

8. _____
(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida, 32302
(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.

Corporation Service Company

By: [Signature]
(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.

FILED
JAN 20 PM 2:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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: _____

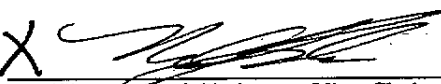
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. X 
(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)

FILED
99 JAN 20 PM 2:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OFFICERS/DIRECTORS RIDER

FL-Application by Foreign Corporation for Authorization

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

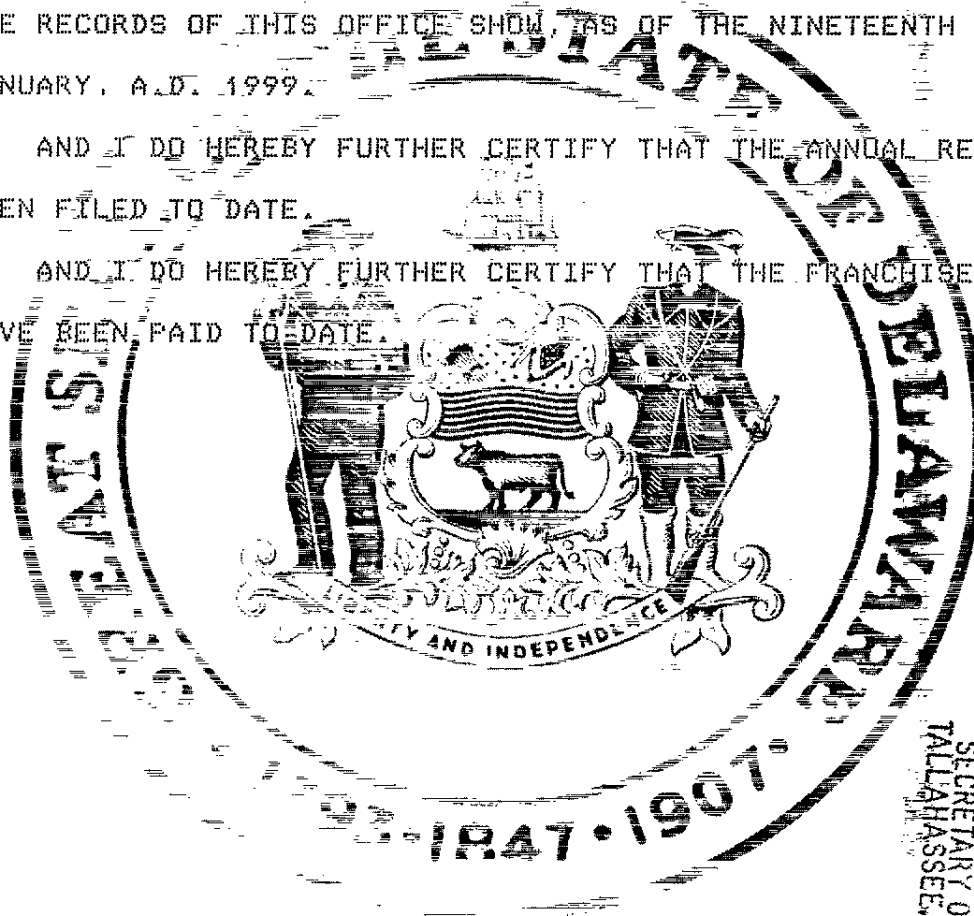
FILED
99 JAN 20 PM 2:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CLUB SPORTS INTERNATIONAL, 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 NINETEENTH DAY OF JANUARY, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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



FILED
 99 JAN 20 PM 2:56
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

2113645 8300

991020668

AUTHENTICATION:

DATE:

9527073

01-19-99