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FROM HILL, WARD, HENDERSON, P.A.

(TUE) 4/27/99 9:08/ST. 9:07/NO. 26029450 P 1

Client No 37580-2

Pages: 3

Florida Department of State

Division of Corporations

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To:

Division of Corporations

Fax Number : (850) 922-4003

From:

Account Name : HILL, WARD & HENDERSON, P.A. II

Account Number : 072100000520

Phone : (813) 221-3900

Fax Number : (813) 221-2900

FOREIGN PROFIT QUALIFICATION

Palace Sports & Entertainment, Inc.

Certificate of Status	1
Certified Copy	0
Page Count	01
Estimated Charge	\$78.75

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DIVISION OF CORPORATIONS
FLORIDA

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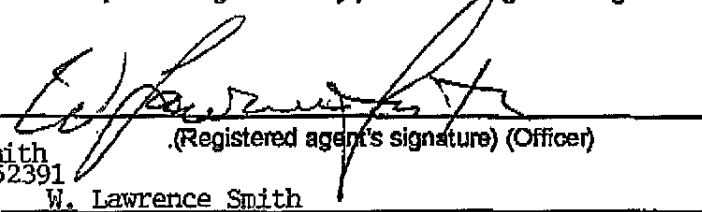
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

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. Palace Sports & Entertainment, 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. Michigan
(State or country under the law of which it is incorporated)
3. 38-2670394
(FEI number, if applicable)
4. 10/4/85
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. 4/30/99
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))
7. Two Championship Drive
Auburn Hills, MI 48326
(Current mailing address)
8. Arena operation, promotion and marketing of sports and entertainment facility
(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:
Name: Hill, Ward & Henderson Attn. Larry Smith
Office Address: 101 E. Kennedy Blvd. Suite 3700 Barnett Plaza
Tampa, Florida, 33602
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.


(Registered agent's signature) (Officer)prepared By: W. Lawrence Smith
FL Bar No. 352391POB 2231
W. Lawrence Smith
(Type Name and Title of Officer)FL Tampa, Florida 33601(813) 221-3900

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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:

A. DIRECTORS

Chairman: Robert Sosnick and Brian Henneljn
Address: 20500 Civic Center Drive Suite 3000
Southfield, MI 48027
Vice Chairman: Oscar Feldman
Address: 32270 Telegraph Road Suite 2002
Birmingham, MI 48025
Director: William Davidson
Address: 3400 Harmon Road
Auburn Hills, MI 48326
Director: Thomas S. Wilson
Address: Two Championship Drive
Auburn Hills, MI 48326

B. OFFICERS

President: Thomas S. Wilson
Address: Two Championship Drive
Auburn Hills, MI 48326
Vice President: Ronald J. Campbell
Address: Two Championship Drive
Auburn Hills, MI 48326
Secretary: Susan L. Greenfield
Address: Two Championship Drive
Auburn Hills, MI 48326

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Treasurer: Ronald J. Campbell

Address: Two Championship Drive

Albion Hills, MI 48326

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

13. *Susan L. Greenfield*

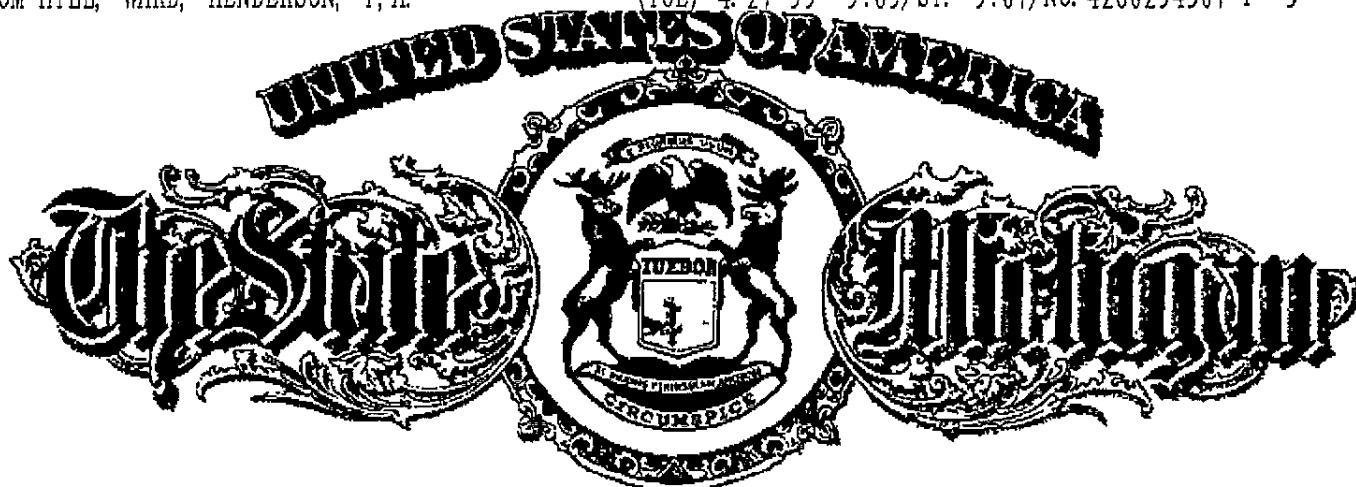
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

Susan L. Greenfield, Secretary

14. _____

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

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Michigan Department of Consumer and Industry Services

Lansing, Michigan

This is to Certify That

PALACE SPORTS & ENTERTAINMENT, INC.

*was validly incorporated on October 4, 1985, as a Michigan profit corporation,
and said corporation is validly in existence under the laws of this State.*

*This certificate is issued to attest to the fact that the corporation is in good standing
in this office as of this date and is duly authorized to transact business or conduct
affairs in Michigan and for no other purpose. It is in the usual form, made by me
as the proper officer, and is entitled to have full faith and credit given it in every
court and office within the United States.*

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*In testimony whereof, I have hereunto set my
hand and affixed the Seal of the Department,
in the City of Lansing, this 19th day
of April, 1999.*

Julie Croll

, Director

Corporation, Securities and Land Development Bureau

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