

CT CORPORATION

CORPORATION(S) NAME

L020000 000982

New England Sports Ventures, LLC

merging: N.E.S.V. III, LLC

02 FEB 27 PM 3:04
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TALLAHASSEE, FLORIDA

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| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input checked="" type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
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Ref#: _____

Amount: \$ _____

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ARTICLES OF MERGER
Merger Sheet

MERGING:

N.E.S.V. III, LLC, A FLORIDA ENTITY, L02000000882

INTO

NEW ENGLAND SPORTS VENTURES, LLC. entity not qualified in Florida

File date: February 27, 2002

Corporate Specialist: Trevor Brumbley

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ARTICLES OF MERGER

MERGING

N.E.S.V. III, LLC, **L02060000882**
a Florida limited liability company,

INTO

New England Sports Ventures, LLC,
a domestic limited liability company

New England Sports Ventures, LLC, a limited liability company organized and existing under the laws of the State of Delaware, does hereby certify as follows:

FIRST: The agreement and plan of merger pursuant to which N.E.S.V. III, LLC will merge into New England Sports Ventures, LLC with New England Sports Ventures, LLC continuing as the surviving limited liability company, is attached hereto as Exhibit A.

SECOND: That the members of New England Sports Ventures, LLC and of N.E.S.V. III, LLC have approved, and the manager of New England Sports Ventures, LLC and the sole member of N.E.S.V. III, LLC have executed, an agreement and plan of merger in accordance with Section 608.4381 of the Limited Liability Company Act of the State of Florida.

THIRD: The agreement and plan of merger shall be effective as of the date that these articles of merger are filed with the Department of State of the State of Florida and the certificate of merger is filed with the Secretary of State of the State of Delaware.

FIFTH: New England Sports Ventures, LLC has its principal office located at Fenway Park, Yawkey Way, Boston, Massachusetts 02215.

SIXTH: New England Sports Ventures, LLC hereby appoints the Secretary of State of the State of Florida as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting members of N.E.S.V. III, LLC that is a party to the merger.

SEVENTH: New England Sports Ventures, LLC agrees to promptly pay to the dissenting members of each limited liability company that is a party to the agreement and plan of merger the amount, if any, to which such dissenting members are entitled under Section 608.4384 of the Act.

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IN WITNESS WHEREOF, the undersigned limited liability company has caused these Articles of Merger to be signed and attested by the manager of New England Sports Ventures, LLC on this 27th day of February, 2002.

NEW ENGLAND SPORTS VENTURES, LLC

By: F.M.B.C. I, L.L.C, a Delaware limited liability company, as sole member of New England Sports Ventures, LLC

By: N.E.S.V. II, LLC, a Delaware limited liability company, as managing member of F.M.B.C. I, L.L.C.



Name: David Ginsberg

Title: Authorized Signatory

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EXHIBIT A

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, dated this ____ day of February, 2002, pursuant to section 18-209 of the Limited Liability Company Act of the State of Delaware and section 608.438 of the Limited Liability Company Act of the State of Florida, is between New England Sports Ventures, LLC, a Delaware limited liability company ("NESV"), and N.E.S.V. III, LLC, a Florida limited liability company ("NESV III").

WHEREAS, NESV and NESV III desire to merge into a single limited liability company, as hereinafter specified; and

WHEREAS, the registered office of NESV in the State of Delaware is located at Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801 and the name of its registered agent at such address is The Corporation Trust Company; and the registered office of NESV III in the State of Florida is located at 1983 Centre Pointe Boulevard, Suite 100, Tallahassee, Florida 32308 and the name of its registered agent at such address is Janice T. Houff.

NOW, THEREFORE, the parties to this agreement and plan of merger, in consideration of the mutual covenants, agreements and provisions hereinafter contained do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

FIRST: The members of NESV and NESV III have each approved this agreement and plan of merger.

SECOND: NESV III shall be merged into NESV with NESV being the surviving limited liability company.

THIRD: The Certificate of Formation of NESV, which is the surviving limited liability company, as heretofore amended and as in effect on the date of the merger provided for in this agreement and plan of merger, shall continue in full force and effect as the Certificate of Formation of the limited liability company surviving this merger.

FOURTH: The terms and conditions of the merger are as follows:

(a) In exchange for all of its membership interests in NESV III, NESV, the sole member of NESV III shall receive good and valuable consideration.

(b) The limited liability company agreement of the surviving limited liability company as it shall exist on the effective date of this agreement and plan of merger shall be and remain the limited liability company agreement of the

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surviving limited liability company until the same shall be altered, amended or repealed as therein provided.

(c) The sole member of the surviving limited liability company shall be F.M.B.C. I, LLC which is located at Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801.

(d) This merger shall become effective upon filing with the Secretary of State of the State of Delaware a certificate of ownership and merger and the filing of the articles of merger with the Department of State of the State of Florida. However, for all accounting purposes, the effective date of the merger shall be as of the close of business on the date a Certificate of Merger is filed with the Secretary of State of the State of Delaware.

(e) Upon the merger becoming effective, all property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the merged limited liability company shall be transferred to, vested in and devolve upon the surviving limited liability company without further act or deed and all property, rights, and every other interest of the surviving limited liability company and the merged limited liability company shall be as effectively the property of the surviving limited liability company as they were of the surviving limited liability company and the merged limited liability company respectively. The merged limited liability company hereby agrees from time to time, as and when requested by the surviving limited liability company or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving limited liability company may deem necessary or desirable in order to vest in and confirm to the surviving limited liability company title to and possession of any property of the merged limited liability company acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the manager of the surviving limited liability company is fully authorized in the name of the merged limited liability company to take any and all such action.

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IN WITNESS WHEREOF, the parties to this agreement and plan of merger, pursuant to the approval and authority duly given by the majority of their respective members, and that fact having been certified on this agreement and plan of merger by the manager of each party hereto, have caused these presents to be executed by the manager of each party hereto as the respective act, deed and agreement of each limited liability company hereto on the date first written above.

**NEW ENGLAND SPORTS VENTURES,
LLC**

By: F.M.B.C. I, L.L.C., a Delaware limited liability company, as sole member of New England Sports Ventures, LLC

By: N.E.S.V. II, LLC, a Delaware limited liability company, as managing member of F.M.B.C. I, L.L.C.

Name:

Title:

N.E.S.V. III, LLC

By: New England Sports Ventures, LLC, Delaware limited liability company, sole member of N.E.S.V. III, LLC

By: F.M.B.C. I, L.L.C., a Delaware limited liability company, as sole member of New England Sports Ventures, LLC

By: N.E.S.V. II, LLC, a Delaware limited liability company, as managing member of F.M.B.C. I, L.L.C.

Name:

Title:

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