

JAN-08-2003 02

FORM-BUSINESS FILINGS INCORPORATE

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Florida Department of State
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FOREIGN LIMITED LIABILITY COMPANY

gcomm sports & entertainment LLC

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$155.00

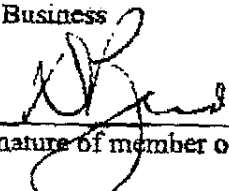
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**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

*In compliance with section 608.503, Florida statutes, the following is submitted to
register a Foreign Limited Liability Company to transact business in the state of Florida.*

1. Name of foreign limited liability company: geommm sports & entertainment LLC
2. Jurisdiction under the law of which foreign limited liability company is organized:
Delaware
3. FEI number (if applicable): applied for
4. Date of organization: 11/22/02
5. Duration: perpetual
6. Date first transacted business in Florida: date of filing
7. Street address of principal office: 720 Celebration Avenue, Suite 250, Celebration,
Florida 34747
8. The limited liability company is to be managed by: Members
9. Name, title, and business address of each managing member or manager who will
manage the foreign limited liability company in Florida:

David Peneycad, 6520 Gottardo Crt., Mississauga, Ontario, Canada L5T2A2
Christopher Dean, 6520 Gottardo Crt., Mississauga, Ontario, Canada L5T2A2
10. Attached is an original certificate of existence, no more than 90 days old, duly
authenticated by the Secretary of State or the proper official having custody of
records in the state under the law of which it is organized.
11. Nature of business or purposes to be conducted or promoted in Florida: All Legal
Business


Signature of member or an authorized representative of a member.

David Peneycad, Member
DAVID A. PELEYCAD
Printed name of signee

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TALLAHASSEE, FLORIDA

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, OR 608.307, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is: gcomm sports & entertainment LLC
2. The name and the Florida street address of the registered agent and office are: Business Filings Incorporated, 1000 West Avenue, Suite 1114, Miami Beach, Florida 33139. Located in the county of Miami-Dade.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Business Filings Incorporated, Mark Schiff, AVP

Date: January 6, 2003

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Delaware

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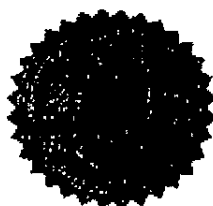
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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GCOMM SPORTS & ENTERTAINMENT LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTH DAY OF JANUARY, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "GCOMM SPORTS & ENTERTAINMENT LLC" WAS FORMED ON THE TWENTY-SECOND DAY OF NOVEMBER, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

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TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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DATE: 01-06-03

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