

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: North American Soccer League
Name of Limited Liability Company

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

Rishi Sehgal
Name of Person

North American Soccer League
Firm/Company

501 Brickell Key Drive, Suite 405
Address

Miami, FL 33131
City/State and Zip Code

rsehgal@nasl.com
E-mail address: (to be used for future annual report notification)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2011 JUL -5 AM 8:05

FILED

For further information concerning this matter, please call:

Rishi Sehgal at (786) 728-8990
Name of Person Area Code & Daytime Telephone Number

MAILING ADDRESS:
Division of Corporations
Registration Section
P.O. Box 6327
Tallahassee, FL 32314

STREET ADDRESS:
Division of Corporations
Registration Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Enclosed is a check for the following amount:

- \$125.00 Filing Fee
- \$130.00 Filing Fee & Certificate of Status
- \$155.00 Filing Fee & Certified Copy
- \$160.00 Filing Fee, Certificate of Status & Certified Copy

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. North American Soccer League, LLC
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. State of Delaware 3. 27-1317768
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. 9/22/2009 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. January 18, 2010
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 501 Brickell Key Drive, Miami, FL 33131, Suite 405
(Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here

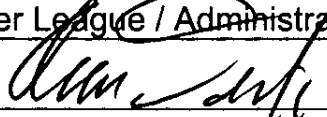
9. The name and usual business addresses of the managing members or managers are as follows:

Please see attached document for name & business addresses of managers. North American Soccer League, LLC is a member-managed LLC.

The members have appointed the NASL Board of Governors to manage the day to day operations of the company. Attached hereto is a list of the NASL Board of Governors

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Professional Soccer League / Administrative


Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

Aaron Davidson
Typed or printed name of signee

FILED
2011 JUL -5 AM 8:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, 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:

North American Soccer League, LLC

If unavailable, the alternate to be used in the state of Florida is:

2. The name and the Florida street address of the registered agent and office are:

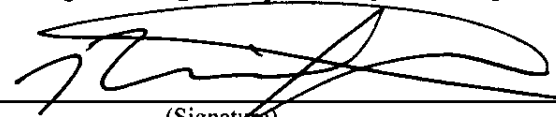
Rosini Selby
(Name)

501 Brickell Key Drive - Suite 405
Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

MIA / FL / 33121
City/State/Zip

FILED
2011 JUL -5 AM 8:05
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Having been named as registered agent and to accept service of process for the above stated limited liability company 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 as provided for in Chapter 608, Florida Statutes.


(Signature)

- \$ 100.00 Filing Fee for Application
- \$ 25.00 Designation of Registered Agent
- \$ 30.00 Certified Copy (optional)
- \$ 5.00 Certificate of Status (optional)

FILED

2011 JUL -5 AM 8:05

NASL Board of Governors

CLERK OF SUPERIOR COURT
TALLAHASSEE, FLORIDA

Manager	Address
Enrique Sanz	501 Brickell Key Drive, Suite 407 Miami, FL 33131
Tom Fath	c/o O'Hanton Paving Ltd. 5531 Gateway Blvd. Edmonton, Alberta CANADA T6H 2H3
Joey Saputo	Stade Saputo 4750 Sherbrooke Est Montreal, Quebec CANADA H1V 3S8
Aaron Davidson (Chairman)	501 Brickell Key Drive Suite 407 Miami, FL 33131
David Downs	c/o 501 Brickell Key Drive, Suite 405 Miami, FL 33131
Andres Guillemard-Noble	Estadio Juan Ramon Loubriel Edif. Right Field #1565 Carr #2 Bayamon, PR 00959-8027
John Pugh	Ottawa Fury Soccer Club 458 MacLaren Street, 2 nd Floor Ottawa, Ontario K1R 5K6 Canada

FILED

2011 JUL 5 AM 8:05

SECRETARY OF STATE
TALLAHASSEE FLORIDA
Manager

	Address
Andrew Nestor	c/o Citrus Sports Group, LLC 30 Addison Road Suite 100 Waltham, MA 02452
Eduardo Kuhn Pleisch	501 Brickell Key Drive, Suite 407 Miami, FL 33131
Gordon V. Hartman	1202 W. Biters, Bldg. 1, Suite 1200 San Antonio, TX 78216

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NORTH AMERICAN SOCCER LEAGUE, 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 FIFTEENTH DAY OF JUNE, A.D. 2011.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "NORTH AMERICAN SOCCER LEAGUE, LLC" WAS FORMED ON THE TWENTY-SECOND DAY OF SEPTEMBER, A.D. 2009.

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

FILED
2011 JUL -5 AM 8:05
SECRETARY OF STATE
TALLAHASSEE FLORIDA



4730061 8300

110727222

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8837110

DATE: 06-15-11