

M97000000227



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 334066 4356612

AUTHORIZATION :

Patricia Pizant

COST LIMIT : \$ 140.00

ORDER DATE : April 16, 1997

ORDER TIME : 9:37 AM

ORDER NO. : 334066-005

CUSTOMER NO: 4356612

7100102140087-16

CUSTOMER: Mr. Jay Itzkowitz  
Fox, Inc  
10201 W. Pico Blvd.  
Building 12, Room 111  
Los Angeles, CA 90035

FOREIGN FILINGS

NAME: PROFESSIONAL SPORTS SERVICES,  
L.C.

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

~~XX~~ CERTIFIED COPY  
~~XX~~ PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stephanie Stscherban

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CORPORATIONS  
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4/25/97

WARRANT



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

April 21, 1997

STEPHANIE STSCHERBAN  
CSC NETWORKS  
TALLAHASSEE, FL

SUBJECT: PROFESSIONAL SPORTS SERVICES, LLC  
Ref. Number: W97000009165

**RESUBMIT**

Please give original  
submission date as file date.

We have received your document for PROFESSIONAL SPORTS SERVICES, LLC and the authorization to debit your account in the amount of \$140.00. However, the document has not been filed and is being returned for the following:

The name designated in your document is not available. Therefore, the limited liability company must adopt an alternate name for use in the state of Florida. To adopt an alternate name the entity must submit a resolution signed by a managing member or manager adopting the alternate name for use in the state of Florida. The alternate name must end with "L.L.C.," "L.C.," "Limited Liability Company" or "Limited Company."

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6914.

Buck Kohr  
Corporate Specialist

Letter Number: 597A00020335

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Jay Itzkowitz, Authorized Representative of Professional Sports Services, L.C., a limited liability company duly organized under the laws of the State of Delaware, does hereby certify that the following is a true and correct copy of a resolution of the managers of said limited liability company, adopted at a special meeting held on the 25th day of April, 1997

"RESOLVED, that, inasmuch as this limited liability company desires to transact business in the State of Florida, and inasmuch as the managers have been advised that the name of this limited liability company is not available for use in the State of Florida, this limited liability company adopts the alternate name Professional Sports Services Delaware, L.C. for use in transacting business in the State of Florida pursuant to Sections 608.406 and 608.506, Florida Limited Liability Company Act; and

"FURTHER RESOLVED, that the authorized representatives of the limited liability company be and hereby are authorized and directed to cause any and all required documents to be prepared, executed, and filed so that this limited liability company may obtain a Certificate of Authority pursuant to the Florida Limited Liability Company Act, and to cause this limited liability company to use the said alternate name in the transaction of business in the State of Florida."

  
Jay Itzkowitz, Authorized Representative

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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. Professional Sports Services, LLC doing business in Florida as PROFESSIONAL SPORTS SERVICES DELAWARE, L.C.  
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present. Please Note: L.L.C. is not an acceptable suffix in Florida.)

2. Delaware 3. 95-4609405  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. December 11, 1996 5. perpetual  
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. upon filing  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 10201 West Pico Boulevard  
Los Angeles, CA 90035  
(Street address of principal office)

8. List and indicate in title space provided the name, title, and business address of each managing member (MGRM) or manager (MGR). It is not necessary to list members.  
(attach additional page if necessary)

NAME AND ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>Fox/Liberty Networks, LLC</u>	<u>MGR</u>	<u>Liberty Sports Member, Inc.</u>	<u>MGR</u>
<u>10201 West Pico Boulevard</u>		<u>8101 E. Prentice Avenue, #500</u>	
<u>Los Angeles, CA 90035</u>		<u>Englewood, CO 80111</u>	
<u> </u>		<u> </u>	
<u>Fox Regional Sports Member, Inc</u>	<u>MGR</u>	<u> </u>	
<u>1300 Market Street, #404</u>		<u> </u>	
<u>Wilmington, DE 19805</u>		<u> </u>	
<u> </u>		<u> </u>	

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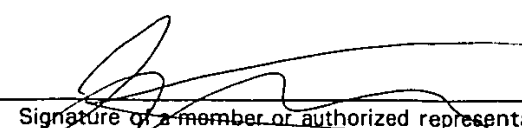
**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN  
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of \_\_\_\_\_

Professional Sports Services, L.C. \_\_\_\_\_ deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 100.00 .
- 3) if any, the agreed value of property other than cash contributed by member(s) is  
\$ 0 . A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is  
\$ 100.00 . This total includes amounts from 2 and 3 above.

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\_\_\_\_\_  
Signature of a member or authorized representative of a member  
(in accordance with section 608.408(3), Florida Statutes, the execution of this affidavit  
constitutes an affirmation under the penalties of perjury that that facts stated herein are true.)

Filing Fee: \$ 52.50 for Affidavit

**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, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Professional Sports Services, L.C.

2. The name and address of the registered agent and office is:

Corporation Service Company

(Name)

1201 Hays Street

(P.O. Box or Mail Drop Box NOT acceptable)

Tallahassee, FL 32301

(City/State/Zip)

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***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.***

Corporation Service Company

By: K. A. Wibley

(Signature)

K. A. Wibley, Asst. Secretary

April 18, 1997

(Date)

**Filing Fee: \$ 35 for Designation of Registered Agent**

*State of Delaware*  
*Office of the Secretary of State*

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PROFESSIONAL SPORTS SERVICES, 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 SEVENTEENTH DAY OF APRIL, A.D. 1997.

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

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*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION:

04-17-97

DATE: