

M9 7000 0006 55

CT CORPORATION SYSTEM
Requestor's Name
660 East Jefferson Street
Address
Tallahassee, FL 32301 222-1092
City State Zip Phone

CORPORATION(S) NAME

600002310086--4
-10/02/97--01064--010
****285.00 ****285.00

Expert Tennis Academy Limited Liability Company

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DIVISION OF CORPORATIONS

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*312
9/30/97*

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. Evert Tennis Academy Limited Liability Company
 (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. Ohio
 (Jurisdiction under the law of which foreign limited liability company is organized)

3. N/A
 (FEI number, if applicable)

4. August 6, 1997
 (Date of Organization)

5. September 30, 2027
 (Duration: Year limited liability company will cease to exist or "perpetual")

6. September 30, 1997
 (Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)

7. One Erieview Plaza, Suite 1300
Cleveland, Ohio 44114
 (Street address of principal office)

8. List and indicate in title space provided the name, title, and business address of each manager member [MGRM] or manager [MGR]. It is not necessary to list members.
 (attach additional page if necessary) The limited liability company is managed by the members.

The members are:			
NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>International Merchandising Corporation</u>	<u>MGRM</u>	<u>John Evert</u>	<u>MGRM</u>
<u>One Erieview Plaza, Suite 1300</u>		<u>c/o One Erieview Plaza, Suite 1300</u>	
<u>Cleveland, Ohio 44114</u>		<u>Cleveland, Ohio 44114</u>	
<u>Chris Evert-Mill</u>	<u>MGRM</u>		
<u>c/o One Erieview Plaza, Suite 1300</u>			
<u>Cleveland, Ohio 44114</u>			

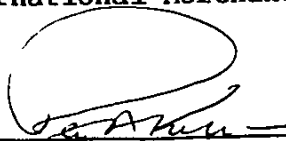
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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of Evert Tennis
Academy Limited Liability Company deposits 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 \$ 125,000
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$ 1,002,673 . A description of the property is attached and made a part hereof.
The property is the assets of Evert/Seguso/Bassett Tennis Center, Inc.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is
\$ 1,127,673 . This total includes amounts from 2 and 3 above.

International Merchandising Corporation



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 the facts stated herein are true.)

Name: Peter A. Kuhn
Title: Senior Staff Vice President

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Filing Fee: \$ 52.50 for Affidavit

UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE.



I, Bob Taft, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations and Miscellaneous filings; that said records show EVERT TENNIS ACADEMY LIMITED LIABILITY COMPANY, an Ohio Limited Liability Company, Registration No. 987168, was organized within the State of Ohio on August 6, 1997 and is currently in FULL FORCE AND EFFECT upon the records of this office.

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WITNESS my hand and official
seal at Columbus, Ohio this
26th day of September, A.D. 1997

Bob Taft

Bob Taft
Secretary of State