

September 19, 1997

Florida Secretary of State Department of State Division of Corporations Corporate Filings P.O. Box 6327 Tallahassee, Fl. 32314

800002320488--8 -10/15/97--01019--009 ****145.00 ****145.00

800002304368--2 -09/26/97--01014--007 ****140.00 ****140.00

via regular mail

Dear Sir/Madam:

Sincerely,

Please find enclosed for filing a completed Application by Foreign Limited Liability Company for Authority to Transact Business in Florida. This includes the executed Application, with Certificate of Good Standing from the jurisdiction of formation, which is Delaware, with an executed Affidavit of Membership, and a check in the amount of \$140.00 made payable to the Secretary of State of Florida.

Please issue a letter of acknowledgment and forward this letter to the undersigned at 101 North Carolina Avenue, SE, Washington, DC 20003. Please address any inquiries regarding this matter to the undersigned, telephone 202. 548.0093 or by fax at 202.548.0094. Many thanks for your attention to this matter.

Fax 212 254,4404 email eurochamps@aol.com Eurochampions LP Production Office

Eurochampions LLC

Corporate Offices 611 Broadway

Surte 838 New York, NY 10012 Tel: 212.254.3200

Canalot Studios, Suite 56 222 Kensal Road London W10 58N Tel. 44 181.960 6969 Fax 44.181 200 655

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Acquisitions Office Canalol Studios, Suite 56 I. APIR II AD CORN		orporate Counsel, Eurochampions
Tel. 44 181.968.0066 Fax 14 181.968.0077 amali acquistionsgl	LCC C	: John Gavin - New York Andres Bachmann - New Yo Marcela Collado - New Yorl
Eurochampions LP Sales & Distribution Office	De.,C	
Centro CEP 20090 003	טטם	
Rio de Janeiro, Brazil	1116	M2=====

amail. eurochampions@ Infoliak.com br

John Gavin - New York Andres Bachmann - New York Marcela Collado - New York

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REFUND			

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Eurochampions LP

October 7, 1997

Florida Secretary of State Department of State Division of Corporations Corporate Filings P.O. Box 6327 Tallahassee, Fl. 32314

Subject: Eurochampions, L.L.C. Ref. Number: W9700002234

via regular mail

Dear Sir/Madam:

Please find enclosed a check in the amount of \$145.00 made payable to the Secretary of State of Florida in response to your advise dated September 29, 1997. A copy of your advise is enclosed for reference.

Please issue a letter of acknowledgment and forward this letter to the undersigned at 101 North Carolina Avenue, SE Suite 306, Washington, DC 20003. Please address any inquiries regarding this matter to the undersigned, telephone 202. 548.0093 or by fax at 202.548.0094. Many thanks for your attention to this matter.

Sincerely,

Corporate Counsel, Eurochampions

enc.

Eurochampions LLC
Corporate Offices
611 Broadway
Suite 338
New York, NY 10012
Tel: 212 254.3200
Fax: 212.254.4404
email: ourochamps@aof.com

Eurochampions LP
Production Office
Canalot Studios, Suite 56
222 Kensal Road
London W10 5BN
Tel: 44 181 966 6969
Fax 44.181.966.6555
email: production@
eurochampions co.uk

Eurochampions LP
Acquisitions Office
Canalot Studios, Suite 58
222 Kensal Road
London W10 5BN
Tel 44 181 988 0050
Fax 44 181 988 0077
email: acquisitions@
eurochampions.co.uk

Eurochampions LP
Sales & Distribution Office
Ave. Rio Branco No. 25*/13*
Centro CEP 20090-003
Rio de Janeiro, Brazil
Tel: 55.21 263 0244
Fax 55.21 233 3265
email: eurochampions@
infolink.com.br



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

September 29, 1997

CARROL HAUPTLE EUROCHAMPIONS 101 NORTH CAROLINA AVENUE, SE WASHINGTON, DC 20003

SUBJECT: EUROCHAMPIONS, L.L.C.

Ref. Number: W97000022234

We have received your document for EUROCHAMPIONS, L.L.C. and check(s) totaling \$140.00. However, the document has not been filed and is being retained in this office for the following reason(s):

There is a balance due of \$145.00. Refer to the attached fee schedule for the breakdown of fees. Please return a copy of this letter to ensure your money is properly credited.

Effective April 23, 1997, the fees to qualify a foreign limited liability company total \$285.00 and breakdown as follows: \$250.00 filing fee for the application and affidavit and \$35 registered agent designation fee. An additional \$52.50 is due for each certificate of status requested.

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 (850) 487-6913.

Diane Cushing Corporate Specialist

Letter Number: 697A00047927

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

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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:

**Company of foreign limited liability company flust end with the words "limited company" or their abbreviation "L.C." is not an acceptable suffix in Florida.) **Defended in the name at present. Please note: "L.L.C." is not an acceptable suffix in Florida.) **Defended in the name at present. Please note: "L.L.C." is not an acceptable suffix in Florida.) **Defended in the name at present. Please note: "L.L.C." is not an acceptable suffix in Florida.) **Defended in the name at present. Please note: "L.L.C." is not an acceptable suffix in Florida.) **Defended in the name at present. Please note: "L.L.C." is not an acceptable suffix in Florida.) **Defended in the name at present. Please note: "L.L.C." is not an acceptable suffix in Florida.) **Defended in the name at present. Please note: "L.L.C." is not an acceptable suffix in Florida.) **Defended in the name at present. Please note: "L.L.C." is not an acceptable suffix in Florida.) **Defended in the name at present. Please note: "L.L.C." is not an acceptable suffix in Florida.) **Defended in the name at present. Please note: "L.L.C." is not an acceptable suffix in Florida.) **Defended in the name at present. Please note: "L.L.C." is not an acceptable suffix in Florida.) **Defended in the name at present. Please note: "L.L.C." is not an acceptable suffix in Florida.) **Defended in the name at present. Please note: "L.L.C." is not an acceptable suffix in Florida.) **Defended in the name at present. Please note and acceptable suffix in Florida.) **Defended in the name at present. Please note and acceptable suffix in Florida.) **Defended in the name at present. Please note and acceptable suffix in Florida.) **Defended in the name at present. Please note and acceptable suffix in Florida.) **Defended in the name at present. Please note and acceptable suffix in Florida.) **Defended in the name at present. Please note and acceptable suffix in Florida.) **Defended in the name at present. Please note and acceptable suffix in Florida.) **Defended in the	EUROCHAMPIONS, L.	.1.6.	-			
(Jurisdiction under the law of which foreign limited liability (FEI number, if applicable) company is organized) 1. Octobr 10, 1975 (Date of Organization) (Date of Organization) (Date of Organization) (Date first transacted business in Florida (See sections 608.501, 608.502, and 817.155, F.S.) (All BRONDWRY SWITE 825 Wenn York, Ny 10012 (Street address of principal office) List name, title, and business address of each managing member[MGRM] or manager[MGRE] il manage the foreign limited liability company in Florida: (attach additional page if necessary) NAME & ADDRESS: TITLE: NAME & ADDRESS: TITLE: DHN GAWN, MANAGER SOG LABRONDER PLACE NEW YORK, NY 10012 CMEIOU HARDER MANAGER LOT N. CARRONDE PRESS: WASHINGTON, DK	(Name of foreign limited liability "L.C." if not so contained in the nam	company must end with ne at present. Please not	the words "limited corri e: "L.L.C." is not an acc	pany" or their abbreptable suffix in Fl	eviation orida.)	_
Company is organized) 1. October 10, 1975 (Date of Organization) (Date of Organization) (Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.) (But Brownby Suite 825 (Street address of principal office) (Street address of each managing member[MGRM] or manager[MGRM] manage the foreign limited liability company in Florida. (attach additional page if necessary) NAME & ADDRESS: TITLE: NAME & ADDRESS: TITLE: (SHN GANN MANAGER SOC LABOURDER PLACE NEW YORK NEW YORK MANAGER M						
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(Street address of principal office) List name, title, and business address of each managing member[MGRM] or manager[MGR] manage the foreign limited liability company in Florida: (attach additional page if necessary) NAME & ADDRESS: TITLE: NAME & ADDRESS: TITLE: SHAN GAVIN , MANAGER. SOG LAGRINGA Place NEW YORK, MY 10012 CMEONE HAWFILE MANAGER. 101 N. CAROLINA PR. S.E. WASHINGTON, DC.	(Date first transact	ted business in Florida.	(See sections 608.501, 6	08.502, and 817.15	5, F.S.	SEC
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SOG LAGUARDIA PLACE NEW YORK, NY 10012 CARROL HAMPTIE MANNGER 101 N. CAROLINA PRESE WASHINGTON, DC	List name, title, and business	s address of each mail in the same of the	nanaging member[M Florida: (attach additi	GRM] or mana onal page if nec	ger[MGR] essary)	A POPULO
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CARROLL HAWAGER 101 N. CAROLINA PRISE WASHINGTON, DX	List name, title, and business manage the foreign limited line NAME & ADDRESS:	TITLE:	Florida: (attach additi	onal page if nec	essary)	3
WASHINGTON, DC	List name, title, and busines. I manage the foreign limited li NAME & ADDRESS: JOHN GAVIN , A 506 Labradia	TITLE: UMNAGER Place	Florida: (attach additi	onal page if nec	essary)	3
WASHINGTON, DC	List name, title, and busines. I manage the foreign limited li NAME & ADDRESS: JOHN GAVIN , A 506 Labradia	TITLE: UMNAGER Place	Florida: (attach additi	onal page if nec	essary)	3
	List name, title, and business I manage the foreign limited li NAME & ADDRESS: JOHN GAVIN , A 506 Labradia S NEW YORK, NY 10	TITLE: HANAGER Place 7012	Florida: (attach additi	onal page if nec	essary)	3
70003	List name, title, and business I manage the foreign limited li NAME & ADDRESS: SOB LABORATION AND SOB LABORATION SOLD LABORATION SOLD SOLD SOLD SOLD SOLD SOLD SOLD SOLD	TITLE: WANAGER Place POIZ- MANAGER MANAGER	Florida: (attach additi	onal page if nec	essary)	3
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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

The undersigned member or authorized represe	entative of a member of
ENFOCHMIPIONS, LIC.	-deposes and says:
1) the above named limited liability company ha	s at least two members
2) the total amount of cash contributed by the m	ember(s) is \$ _1,000.00 .
3) if any, the agreed value of property other than \$ A description of the	n cash contributed by member(s) is property is attached and made a part hereto.
4) the total argument of cash or property anticipate \$ This total includes amount of cash or property anticipate \$	Ints from 2 and 3 above. CT 14 PM 2:
Signature of a member or aut (In accordance with section 608.408(3	thorized representative of a member. So, Fiorida Statutes, the execution of this affidavit the 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: EUROCHAMPIONS, L.L.C.	
The name and address of the registered agent and office is:	
Corporation Service Company (Name)	se 97 (
1201 Hays Street (P.O. Box not acceptable)	SECRETAR IVISION OF C
Tallahassee, FL 32301 (City/State/Zip)	ED STATE ORPORATIONS

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.

Sheila R. Hawkins, Asst. Secy.

September, 19, 1997 (Date)

State of Delaware

Office of the Secretary of State

PAGE :

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EUROCHAMPIONS, L.L.C." 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 EIGHTH DAY OF AUGUST, A.D. 1997.

SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 11. PM 2: 1.6



Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: **8597931**

DA

08-08-97

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