

ma7000000680



Eurochampions LP

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:

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.

Eurochampions LLC
Corporate Offices
611 Broadway
Suite 838
New York, NY 10012
Tel: 212 254 3200
Fax: 212 254 4404
email: eurochamps@aol.com

Eurochampions LP
Production Office
Canal Studios, Suite 56
222 Kensal Road
London W10 5BN
Tel: 44 181 960 6989

| | |
|-----------------------------|--------|
| Production Office | 145.00 |
| Acquisitions Office | 140.00 |
| Sales & Distribution Office | 140.00 |
| Legal & Compliance | 140.00 |
| Human Resources | 140.00 |
| Finance & Accounting | 140.00 |
| Marketing & Sales | 140.00 |
| Operations | 140.00 |
| IT & Systems | 140.00 |
| Facilities | 140.00 |
| Security | 140.00 |
| Legal & Compliance | 140.00 |
| Human Resources | 140.00 |
| Finance & Accounting | 140.00 |
| Marketing & Sales | 140.00 |
| Operations | 140.00 |
| IT & Systems | 140.00 |
| Facilities | 140.00 |
| Security | 140.00 |

Sincerely,


Carroll Hauptle
Corporate Counsel, Eurochampions

DCC enc.

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

C. TAX FILING 145.00
R. ATTENT FEE
C. 140.00
T. 140.00
L. 140.00
E. 140.00
REFUND.

ma7000000680

W97000022234

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 14 PM 2:46

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,

Carroll Hauptle Jr.
Carroll Hauptle
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: eurochamps@aol.com

Eurochampions LP
Production Office
Canalot Studios, Suite 56
222 Kensal Road
London W10 5BN
Tel: 44 181 960 6969
Fax 44 181 960 6555
email: production@eurochampions.co.uk

Eurochampions LP
Acquisitions Office
Canalot Studios, Suite 56
222 Kensal Road
London W10 5BN
Tel: 44 181 968 0066
Fax 44 181 968 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 certified copy requested and an additional \$8.75 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**

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. EUROCHAMPIONS, L.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. _____
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. October 10, 1995 5. October 10, 2025
(Date of Organization) (Duration: Year limited liability company will
cease to exist or "perpetual")

6. UPON QUALIFYING
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)
7. 601 BROADWAY SUITE 825
NEW YORK, NY 10012
(Street address of principal office)

8. List name, title, and business address of each managing member[MGRM] or manager[MGRM] who
will manage the foreign limited liability company in Florida: (attach additional page if necessary)

| NAME & ADDRESS: | TITLE: | NAME & ADDRESS: | TITLE: |
|---------------------------------|--------|-----------------|--------|
| <u>JOHN GAVIN, MANAGER</u> | | | |
| <u>506 LA GUARDIA PLACE</u> | | | |
| <u>NEW YORK, NY 10012</u> | | | |
| <u>CARROLL HAUPTLE, MANAGER</u> | | | |
| <u>101 N. CAROLINA AVE, SE</u> | | | |
| <u>WASHINGTON, DC</u> | | | |
| <u>20003</u> | | | |
| | | | |
| | | | |

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DIVISION OF CORPORATIONS
9 OCT 14 PM 2:08

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

The undersigned member or authorized representative of a member of _____

EUPHOTIMATIONS, LLC

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 \$ 1,000.00
- 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
\$ 0. This total includes amounts from 2 and 3 above.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 14 PM 2:46

Charles D. Huppel Jr. Manager

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.)

**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.

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

Corporation Service Company
(Name)

1201 Hays Street
(P.O. Box not acceptable)

Tallahassee, FL 32301
(City/State/Zip)

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DIVISION OF CORPORATIONS
97 OCT 14 PM 2:46

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.

By: Sheila R. Hawkins
(Signature)
Sheila R. Hawkins, Asst. Secy.

September 19, 1997
(Date)

State of Delaware
Office of the Secretary of State

PAGE 1

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.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 14 PM 2:46



A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

2550537 8300

971247457

AUTHENTICATION:

DATE: 8597931

08-08-97