

Document Number Only

M980000000034

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name  
TALLAHASSEE, FL 32301

Address  
222-1092

City State Zip Phone

CORPORATION(S) NAME

Soccer Madness, LLC

100002390901-2  
-01/06/98-01051-004  
\*\*\*285.00 \*\*\*285.00

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JAN -6 PM 4:52

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98 JAN -6 AM 11:12

- |   |   |   |
|---|---|---|
| <input type="checkbox"/> Profit                           | <input type="checkbox"/> Amendment              | <input type="checkbox"/> Merger                 |
| <input type="checkbox"/> NonProfit                        | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark                   |
| <input checked="" type="checkbox"/> Limited Liability Co. |   |   |
| <input checked="" type="checkbox"/> Foreign               |   |   |
| <input type="checkbox"/> Limited Partnership              | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other                  |
| <input type="checkbox"/> Reinstatement                    | <input type="checkbox"/> Reservation            | <input type="checkbox"/> Change of R.A.         |
|   |   | <input type="checkbox"/> Fictitious Name Filing |
| <input type="checkbox"/> Certified Copy                   | <input type="checkbox"/> Photo Copies           | <input type="checkbox"/> CUS                    |
| <input type="checkbox"/> Call When Ready                  | <input type="checkbox"/> Call if Problem        | <input type="checkbox"/> After 4:30             |
| <input checked="" type="checkbox"/> Walk In               | <input type="checkbox"/> Will Wait              | <input checked="" type="checkbox"/> Pick Up     |
| <input type="checkbox"/> Mail Out                         |   |   |

Name Availability
Document Examiner
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W.P. Verifier

CR2E031 (1-89)

JAN 06 1998

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Thanks,  
Jeff

COF 31 DATE  
DRA  
PER  
GROW  
KAW

BK  
1/6/98



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

January 6, 1998

C T CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: SOCCER MADNESS, LLC  
Ref. Number: W98000000269

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98 JAN -6 PM 4:52

We have received your document for SOCCER MADNESS, LLC and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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 (850) 487-6914.

Buck Kohr  
Corporate Specialist

Letter Number: 098A00000611

please back-date  
if possible  
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98 JAN 15 PM 12:21

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# RESOLUTION OF MEMBERS

(Please print or type)

I, the undersigned Raphael Grunfeld do hereby certify  
(Name)

that this Resolution of the Members of Soccer Madness, LLC

(Limited Liability Company Name)

a corporation duly organized and existing under the laws of the State of Delaware,

was duly adopted on January 15, 1998.

Be it resolved, that Soccer Madness, LLC

(Limited Liability Company Name)

organized and existing in the State of Delaware, hereby adopts the name

Zig-Zag Soccer Madness, LLC for use in Florida.

Dated: 1/15/98

Signature of either Chairman, Vice Chairman or any officer

Raphael Grunfeld

Type or print name

Signature

INH519(2/96)

# 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:

- doing business in
1. Soccer Madness, LLC Florida as ZIG-ZAG SOCCER MADNESS, LLC  
(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.)
  2. Delaware  
(Jurisdiction under the law of which foreign limited liability  
company is organized)
  3. 22-3544556  
(FEI number, if applicable)
  4. January 14, 1997  
(Date of Organization)
  5. 12/31/2025  
(Duration: Year limited liability company will cease to exist  
or "perpetual")
  6. October 31, 1997  
(Date first transacted business in Florida. (See sections 608.501, 608.502 and 817.155, F.S.))
  7. 100 Plaza Drive  
Secaucus, NJ 07094  
(Street address of principal office)

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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 & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
Genesis Direct, Inc.	Managing Member		
100 Plaza Drive			
Secaucus, NJ 07094			

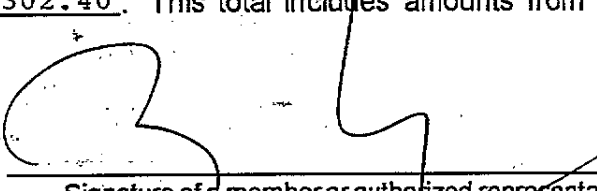
Filing Fee: \$ 52.50 for Application

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

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98 JAN -6 PM 4: 52

The undersigned member or authorized representative of a member of \_\_\_\_\_  
Soccer Madness, 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 \$ 2,322,302.40
- 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  
\$ 2,322,302.40. This total includes amounts from 2 and 3 above.

  
\_\_\_\_\_  
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.)

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

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1. The name of the limited liability company is: Soccer Madness, LLC

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

C T CORPORATION SYSTEM  
(Name)

c/o C T CORPORATION, 1200 South Pine Island Road,  
(P.O. Box not acceptable)

Plantation, Florida 33324  
(City/State/Zip)

*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.*

C T CORPORATION SYSTEM

Connie Bryan  
(Signature)  
**CONNIE BRYAN**  
SPECIAL ASSISTANT SECRETARY

1/6/98  
(Date)

FILING FEE: \$ 35 for Designation of Registered Agent

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SOCCER MADNESS, 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 SECOND DAY OF JANUARY, A.D. 1998.

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

2706678 8300

AUTHENTICATION:

8845262

981000980

DATE:

01-02-98