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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: WORLD CUP PARTNERS - 1998, L.L.C.
(Name of corporation - must include suffix)

500002477325--6
-04/08/98--01019--001
****206.25 ****206.25

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

500002477325--6
-04/02/98--01094--006
****78.75 ****78.75

TOM HASTINGS
(Name of Person)

UNIVERSAL SPORTS TOURS
(Firm/Company)

2701 N. ROCKY POINTE DR. STE 530
(Address)

TAMPA, FL 33607
(City/State/Zip)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Should you need to call someone concerning this matter, please call:

Name Available
PRIMA BARNES-NBA
(Name of Person)

at (813) 286-7200 xt 109
(Area Code & Daytime Telephone Number)

Name Available	<u>PRIMA BARNES-NBA</u>
Document Examiner	DCC
Updater	DCC
COURIER ADDRESS:	
verifier	DCC
Qualification/Tax Lien Sec.	
Division of Corporations	
409 E. Gaines St.	
Tallahassee, FL 32399	

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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813 286-1357

Fax

April 1, 1998

*World Cup Partners 1998, LLC
2701 North Rocky Pointe Drive
Ste 530
Tampa, Fl 33607*

*Qualification /Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, Fl 32399*

Attention Registration Dept.,

Please process our request for a foreign profit corporation to transact business in the state of Florida. I have enclosed payment, check # 1217, in the amount of \$78.75 for our registration fee. I have also enclosed the documentation as required by your office.

Since time is of the essence, I have enclosed a completed airborne package for your convenience to expedite return mailing of our documents.

Any further questions concerning this matter you may reach me at (813) 286-7200 ext. 109.

Thank you for your quick response to my request.

Sincerely,

A handwritten signature in black ink, appearing to read 'Diana Barnes-Noa', written in a cursive style.

*Diana Barnes-Noa
Accountant*

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

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. WORLD CLP PARTNERS - 1998 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.)
2. NEW JERSEY
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 59-3461633
(FEI number, if applicable)
4. AUGUST 8, 1997
(Date of Organization)
5. AUGUST 1998
(Duration: Year limited liability company will cease to exist or "perpetual")
6. JAN. 15, 1998
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 2701 N. ROCKY POINTE DR. STE. 530
TAMPA, FL. 33607
(Street address of principal office)

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

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>TOM HASTINGS</u>	<u>CEO</u>		
<u>2701 N. Rocky Pt Dr Ste 530</u>			
<u>TAMPA, FL 33607</u>			
<u>DENNIS PFEIFFER</u>	<u>COO</u>		
<u>2701 N. Rocky Pt Dr. Ste 530</u>			
<u>TAMPA, FL 33607</u>			
<u>TERRY WATKINS</u>	<u>CEO</u>		
<u>2701 N. Rocky Pt Dr. Ste 530</u>			
<u>TAMPA, FL 33607</u>			

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

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


The undersigned member or authorized representative of a member of WORLD Cup
PARTNERS - 1998, L.L.C. certifies:

1) the above named limited liability company has at least two members;

2) the total amount of cash contributed by the member(s) is \$20,000.00;

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.)
and

4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$20,000.00
(This total includes amounts from 2 and 3 above.)



Signature of a member or an 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.)

DENNIS PFEIFFER

Typed or printed name of signee

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Filing Fee: \$250.00 for Application and 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 TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

WORLD CUP PARTNERS-1998, L.L.C.

2. The name and the Florida street address of the registered agent and office are:

DENNIS PFEIFFER
(Name)

2701 N. ROCKY POINTE DR. STE 530
Florida street address (P.O. Box **NOT** ACCEPTABLE)

TAMPA, FL 33607
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.


(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

STATE OF NEW JERSEY
DEPARTMENT OF STATE
SHORT FORM STANDING

WORLD CUP PARTNERS-1998, L.L.C.

I, the Secretary of State of the State of New Jersey, do hereby certify that the above-named New Jersey Domestic Limited Liability Company was registered by this office on August 8, 1997.

As of the date of this certificate, said business continues as an active business in good standing in the State of New Jersey, and its Annual Reports are current.

I further certify that the registered agent and registered office are:

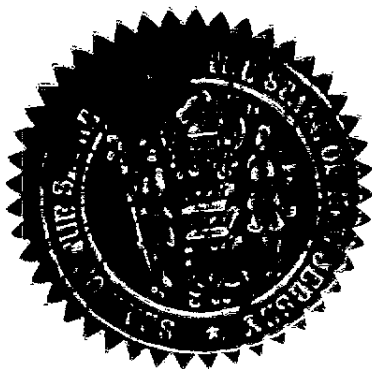
*Francis J. Helverson
Bressler, Amery & Ross, P.C.
325 Columbia Turnpike
Florham Park, NJ 07932*

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STATE OF NEW JERSEY
DEPARTMENT OF STATE
SHORT FORM STANDING

WORLD CUP PARTNERS-1998, L.L.C.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
31st day of March, 1998

Lonna R. Hooks

LONNA R HOOKS
Secretary of State