

Document Number Only

M98000000825

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

400002604144--8
-07/31/98--01036--022
****285.00 ****285.00

400002604144--8
-07/31/98--01036--023
*****52.50 *****52.50

Triumph Outdoor Holdings, LLC

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☐ Profit

☐ NonProfit

☐ Amendment

☐ Merger

☒ Limited Liability Co.

☒ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Annual Report

☐ Name Registration

☐ Fictitious Name

☐ Other

☐ Change of R.A.

☐ UCC

☒ Certified Copy

☐ Photo Copies

☐ CUS

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Call if Problem

☐ Will Wait

☐ After 4:30

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Acknowledgment
W.P. Verifier

31
JUL 30 1998

Thanks,
Jeff

7/31/98

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**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. Triumph Outdoor Holdings, 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 3. 13-3990438
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. February 12, 1998 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will
cease to exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida. (See sections 608.501, 608.502 and 817.155, F.S.))
7. 101 Southhall Lane, Suite 400, Maitland, FL 32751
After 09/01/98: 7601 Conroy Rd., Ste. 202, Orlando, FL 32835
(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>See 1 in Addendum</u>	<u></u>	<u></u>	<u></u>
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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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Addendum

1. Name: James A. McLaughlin, 101 Southhall Ln #400, Maitland, FL 32751
Title: CEO *MGRM*
c.
Name: James J. Sullivan, 500 fifth Ave. #3030, New York, NY 10110
Title: EVP *MGRM*
c.
Name: Bruce A. Friedman, 205 E. Carrillo St. #215, Santa Barbara, CA 93101
Title: P *MGRM*
c.

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

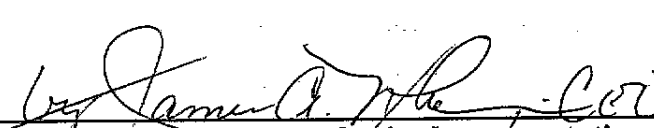
The undersigned member or authorized representative of a member of Triumph Outdoor Holdings
LLC certifies:

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

2) the total amount of cash contributed by the member(s) is \$ 7,692,308.00 ;

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 \$ 7,692,308.00 .
(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.)

James A. McLaughlin, CEO
Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

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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:

Triumph Outdoor Holdings, LLC

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

K P & L SERVICES, INC.

(Name)

390 N. Orange Avenue, Suite 600

Florida street address (P.O. Box **NOT** ACCEPTABLE.)

Orlando, Florida 32801

(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.

K P & L Services, Inc.


(Signature)

Robert J. Gronek, Vice President

Filing Fee: \$ 35 for Designation of Registered Agent

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT "TRIUMPH OUTDOOR HOLDINGS, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE NOT HAVING BEEN CANCELLED OR REVOKED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

THE FOLLOWING DOCUMENTS HAVE BEEN FILED:


CERTIFICATE OF LIMITED LIABILITY COMPANY, FILED THE TWELFTH DAY OF FEBRUARY, A.D. 1998, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "TRANSIT AMERICA HOLDINGS, L.L.C." TO "TRIUMPH OUTDOOR HOLDINGS, LLC", FILED THE EIGHTH DAY OF APRIL, A.D. 1998, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID LIMITED LIABILITY COMPANY.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.




Edward J. Freel, Secretary of State

2857930 8310

981241659

AUTHENTICATION:

DATE:

9154919

06-23-98