

M98000000985



THE UNITED STATES
CORPORATION
COMPANY

00789-0116-00676-0115-00671

ACCOUNT NO. : 072100000032

REFERENCE : 921533 4372680

AUTHORIZATION

COST LIMIT : \$ 87.50

Patricia Pizut

ORDER DATE : August 10, 1998

ORDER TIME : 10:47 AM

ORDER NO. : 921533-005

CUSTOMER NO: 4372680

CUSTOMER: Katrina Dougherty, Legal Asst
Drinker Biddle & Reath
Philadelphia Nat'l Bank Bldg
1345 Chestnut Street
Philadelphia, PA 19107-3496

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98 AUG 12 AM 8:19

FOREIGN FILINGS

700002614137--7

NAME: APEX SPORTS, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Brenda Phillips

W98-18367

Name	MAH
Availability	MAH
Document Examiner	MAH
Updater	MAH
Updater Verifier	MAH
Acknowledgement	MAH
v. P. Verifier	MAH

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

August 12, 1998

CORPORATION SERVICE COMPANY
BRENDA PHILLIPS

SUBJECT: APEX SPORTS, LLC
Ref. Number: W98000018367

RESUBMIT

Please give original
submission date as file date.

We have received your document for APEX SPORTS, LLC and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

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.

There is a balance due of \$197.50.

The affidavit must set forth the amount of the cash and a description and the agreed value of property other than cash contributed by the members, and the amount anticipated to be contributed by the members.

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) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 398A000419

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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. Apex Sports, LLC
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if no so contained in the name at present.)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. Applied for
(FEI number, if applicable)
4. July 30, 1998
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon authorization
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. c/o Morgan R. Jones, Esq.; Drinker Biddle & Reath LLP
1345 Chestnut Street; Philadelphia, PA 19107
(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:

Alexis Barron
Synnestvedt & Lechner
2600 Reading Center
1101 Market Street
Philadelphia, PA 19107

MGRM
member

James F. Deal III
Chandler Chemicals, Inc.
2383 Jamestown Road
Amelia Island, FL 32034-5240

member

Morgan R. Jones
650 East Gravers Lane
Wyndmoor, PA 19038

MGRM
member

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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.)

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 "APEX SPORTS, 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 ELEVENTH DAY OF AUGUST, A.D. 1998.

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

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08-11-98

Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

**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:

Apex Sports, LLC

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

Corporation Service Company

(Name)

1201 Hays Street

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

Tallahassee

FL 32301

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.

Corporation Service Company

By: Laura R. Duff

(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

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

The undersigned member or authorized representative of a member of Apex Sports, 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 \$16,000.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$20,000.00
(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 \$100,000.00
(This total includes amounts from 2 and 3 above.)

Morgan R. Jones
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.)

Morgan R. Jones

Typed or printed name of signee

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Filing Fee: \$250.00 for Application and Affidavit

FROM DB&R

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Description of the property for question number 3.

The non-cash property referred to is legal services rendered in connection with the formation and initial operations of the Company as well as legal costs incurred in connection with the proprietary rights owned or developed by the Company.

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