

M99000001289



1400 North Point Tower • 1001 Lakeside Avenue • Cleveland, Ohio 44114-1152

City/State/Zip

Phone #

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

FILED  
 SECRETARY OF STATE  
 DIVISION OF CORPORATIONS  
 99/AUG -9 PM 2:45

- Walk in     
  Pick up time \_\_\_\_\_     
  Certified Copy  
 Mail out     
  Will wait     
  Photocopy     
  Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

600002954906--4  
 -08/09/99--01153--018  
 \*\*\*\*285.00 \*\*\*\*285.00

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

**ALI**

Examiner's Initials	
---------------------	--

# 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. The Cleveland Browns Holdings 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. Delaware 3. 34-1875650  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. September 9, 1998 5. perpetual  
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. August 14, 1999  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 76 Lou Groza Blvd., Berea, OH 44017  
(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>Alfred Lerner</u>	<u>MGRM</u>	<u>Carmen Policy</u>	<u>MGRM</u>
<u>76 Lou Groza Blvd.</u>		<u>76 Lou Groza Blvd.</u>	
<u>Berea, OH 44017</u>		<u>Berea, OH 44017</u>	
_____		_____	
_____		_____	
_____		_____	
_____		_____	
_____		_____	

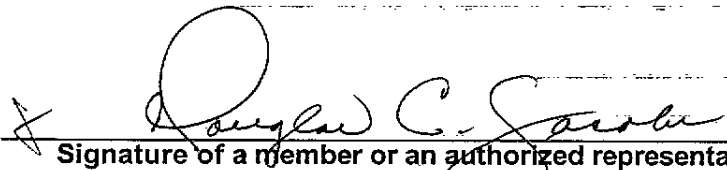
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 AUG - 9 PM 2:45

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.)

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

The undersigned member or authorized representative of a member of The Cleveland Browns Holdings LLC  
certifies:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the member(s) is \$ 450,000,000;
- 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 \$ 450,000,000.  
(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.)

DOUG JACOBS

Typed or printed name of signee

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 AUG -9 PM 2:45

**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:

The Cleveland Browns Holdings L.L.C.

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

CT Corporation Systems

(Name)

1200 South Pine Island Road

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

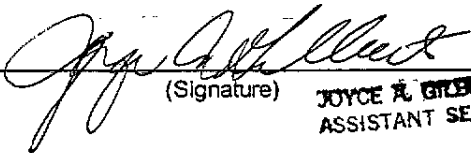
Plantation, FL 33324

FL

City/State/Zip

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
9 AUG 99 6 PM 2:45

*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)

**JOYCE A. GILBERT**  
**ASSISTANT SECRETARY**

**Filing Fee: \$35 for Designation of Registered Agent**

**HAUSSER + TAYLOR LLP**  
ID #34-0677006

1001 LAKESIDE AVE. E SUITE 1400 CLEVELAND, OHIO 44114-1152

*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 "CLEVELAND BROWNS HOLDINGS 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 TWENTY-SECOND DAY OF JULY, A.D. 1999.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 AUG -9 PM 2:45



*Edward J. Freel*

Edward J. Freel, Secretary of State

2941771 8300

AUTHENTICATION: 9880233

991301849

DATE: 07-22-99