



THE UNITED STATES
CORPORATION
COMPANY

M9900000/1340

ACCOUNT NO. : 072100000032

REFERENCE : 337371 4302990

AUTHORIZATION :

Patricia Pigg

COST LIMIT : \$ 285

ORDER DATE : August 10, 1999

ORDER TIME : 10:58 AM

ORDER NO. : 337371-005

CUSTOMER NO: 4302990

500002969585--0

CUSTOMER: Ms. Ilona Bush
Latham & Watkins
Suite 4100
633 West Fifth Street
Los Angeles, CA 90071

FOREIGN FILINGS

NAME: BASEBALL INVESTORS, 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: Christine Lillich

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 AUG 25 PM 3:20

FILED

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 AUG 25 AM 11:31

RECEIVED

34
8-25-99

**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. Baseball Investors, 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. n/a
(Jurisdiction under the law of which foreign limited liability (FEI number, if applicable)
company is organized)
4. July 29, 1999 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. 780 Third Avenue
New York, NY 10017
(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:

Lawrence Cohen, Managing Member

780 Third Avenue

New York, NY 10017

Marshall Geller, Managing Member

1875 Century Park East, Suite 2200

Los Angeles, CA 90067

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TALLAHASSEE, FLORIDA

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**

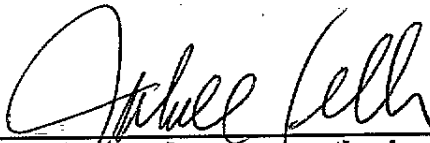
The member or authorized representative of a member of _____
Baseball Investors, LLC certifies:

1) the above named limited liability company has at least one member;

2) the total amount of cash contributed by the member(s) is \$ 0;

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 \$ 0.
(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.)

Marshall Geller, Managing Member

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

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TALLAHASSEE, FLORIDA

**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:

Baseball Investors, 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, Florida 32301

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.

By:

Deborah D. Skipper

(Signature)

Deborah D. Skipper
as its agent

Filing Fee: \$ 35 for Designation of Registered Agent

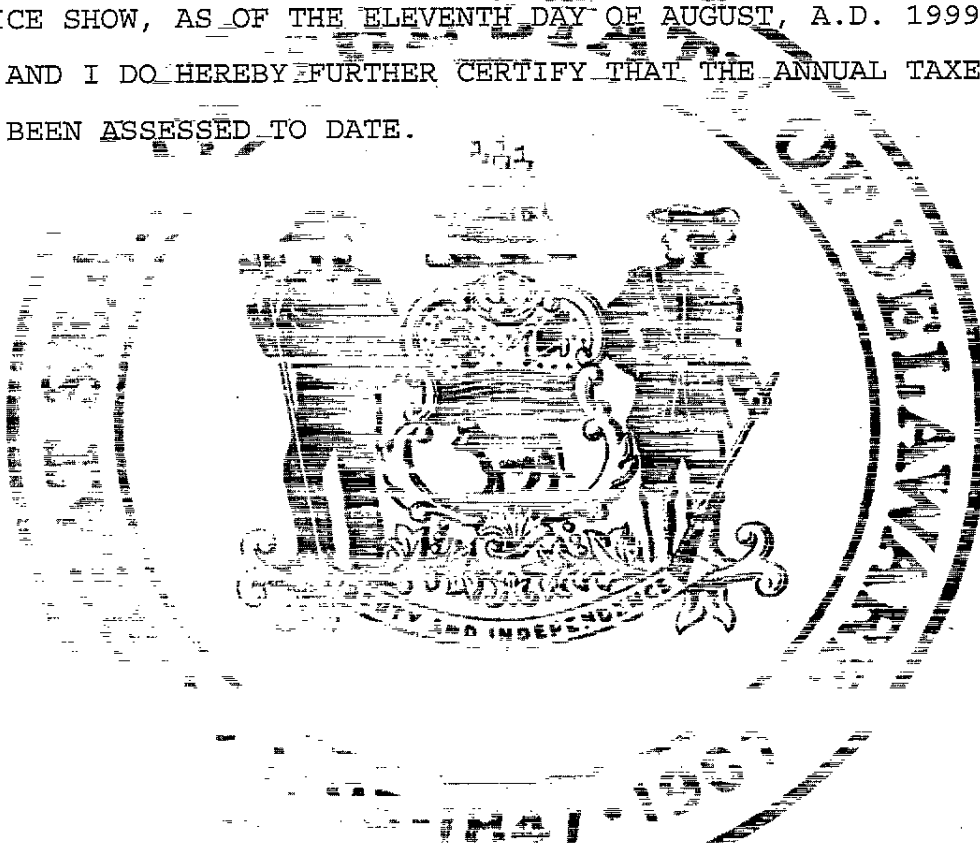
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 "BASEBALL INVESTORS, 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. 1999.

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



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9914945
08-11-99
Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: