

Akerman, Senterfitt & Hudson, P.A.  
Requestor's Name

P.O. Box 10555  
Address

Tallahassee FL 32302-2555 222-3471  
City/State/Zip Phone #

97 MAY -8 PM 1:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
Office Use Only

P 1124

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

1. HSA Management, Inc. 700002171047--3  
(Corporation Name) (Document #)  
-05/08/97--01050--002  
\*\*\*\*\*87.50 \*\*\*\*\*87.50
2. \_\_\_\_\_ (Corporation Name) (Document #)
3. \_\_\_\_\_ (Corporation Name) (Document #)
4. \_\_\_\_\_ (Corporation Name) (Document #)

- Walk in     Pick up time 4:00     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 checked="" 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

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

Call Loyce if there are any problems

222-3471

NICK

Examiner's initials

**APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO  
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN  
FLORIDA**

97 MAY -8 PM 1:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**SECTION I (1-3 must be completed)**

1. HSA Management, Inc.  
Name of corporation as it appears within the records of the Department of State.
2. Incorporated under laws of: Texas
3. Date authorized to do business in Florida: August 25, 1986

**SECTION II (4-7 complete only the applicable changes)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation?

October 23, 1996

5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated", or appropriate abbreviation, if not contained in new name of the corporation:

Decoma Investment, Inc. III

6. If the amendment changes the period of duration, indicate new period of duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction



Signature

Name and Title

Cris V. Branden, Treasurer

4/22/97  
Date



# The State of Texas

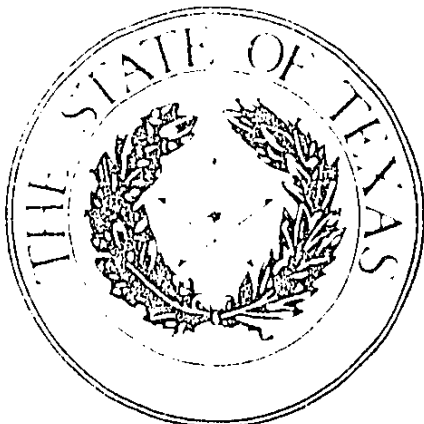
## SECRETARY OF STATE

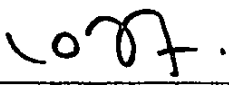
IT IS HEREBY CERTIFIED that the attached is/are true and correct copies of the following described document(s) on file in this office:

DECOMA INVESTMENT, INC. III  
CHARTER NO. 760523

ARTICLES OF INCORPORATION	JULY 23, 1985
ARTICLES OF AMENDMENT	AUGUST 19, 1986
CHANGE OF REGISTERED OFFICE AND/OR AGENT	NOVEMBER 17, 1986
CHANGE OF REGISTERED OFFICE AND/OR AGENT	APRIL 24, 1990
ASSUMED NAME CERTIFICATE	SEPTEMBER 20, 1993
CHANGE OF REGISTERED OFFICE AND/OR AGENT	SEPTEMBER 20, 1993
CHANGE OF REGISTERED OFFICE AND/OR AGENT	OCTOBER 12, 1994
ARTICLES OF AMENDMENT	OCTOBER 23, 1996

*IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin, on April 10, 1997.*



  
Antonio O. Garza, Jr.  
Secretary of State

BAM

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ARTICLES OF INCORPORATION  
OF  
MIAMI MANAGEMENT, INC.

FILED  
In the Office of the  
Secretary of State of Texas

JUL 23 1985

Clark DE  
Corporations Section

I, the undersigned, a natural person over the age of twenty-one (21) years, a citizen of the State of Texas and acting as the incorporator of a corporation (the "Corporation") under the Texas Business Corporation Act (the "Act") do hereby adopt the following Articles of Incorporation for the Corporation:

ARTICLE I.

Name

The name of the Corporation is Miami Management, Inc.

ARTICLE II.

Duration

The period of its duration is perpetual.

ARTICLE III.

Purposes and Powers

Section 1. Purposes: This Corporation shall be authorized to engage in any lawful purpose or purposes, including, but not limited to the following, to-wit:

(A) To engage in the business of ownership, management and/or operation of stadiums and coliseums;

(B) To engage in the business of buying, selling, trading, manufacturing, dealing in and dealing with goods, wares, and merchandising of every kind and nature, and to carry on such business as wholesalers, retailers, importers, and exporters, any one or more of them, and to purchase and sell all such merchandise, supplies, materials and other articles as shall be necessary or incidental to such business;

(C) To engage in the business of operating warehouses, stores, sales agencies and other facilities for the storage and distribution of goods, wares, merchandise and commodities;



solidate with any corporation, in such manner as may be permitted by law; to aid in any manner any corporation whose stocks or other obligations are held by the Corporation, or in which this Corporation is in any way interested; and while the owner of any such stocks and privileges of such ownership, to exercise any and all voting powers thereon;

(H) To have one or more offices to carry on all or any of its operations and business;

(I) To do everything necessary, advisable, proper or convenient for the accomplishment of any of the purposes herein set forth; and, in general, to carry on any lawful business necessary or incidental to the attainment of the purposes of the Corporation, whether such business is similar or dissimilar in nature to the objects and powers hereinabove set forth;

(J) To carry out the purposes hereinabove set forth in any state, territory, district or possession of the United States or in any foreign country, to the extent that such purposes are not forbidden by the law of such state, territory, district, or possession of the United States, or by the law of such foreign country; and

(K) The Corporation may purchase, directly or indirectly, its own shares of stock without shareholder approval to the extent of the aggregate of unrestricted capital surplus available therefor and unrestricted reduction surplus available therefor.

Section 3. Statutory Powers: Subject to any limitations or restrictions imposed by the Act or any other law, or by these Articles of Incorporation, and solely in furtherance of, but not in addition to, the purposes set forth in Section 1 of this Article, the Corporation shall have and exercise all of the powers specified in the Act or in any other applicable laws of the State of Texas.

Section 4. Limiting Clauses: Nothing in these Articles shall be construed as authorizing the Corporation to transact any business in the State of Texas prohibited by any law of the State of Texas, or to engage in any activity in the State of Texas which lawfully cannot be engaged in without first obtaining a license under the laws of Texas, and such license cannot be lawfully granted to a corporation, or the Corpora-

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tion. Nor shall this Article be construed to authorize The Corporation to transact business in any combination with the businesses listed in Article 2.01 Sections B(3)(a) or B(3)(b) of the Act. Further, nothing in the Article shall be deemed to authorize any action in violation of the Anti-Trust Laws of Texas or any of the provisions of Part Four of The Texas Miscellaneous Corporation Laws Act.

ARTICLE IV.

Authorized Shares

The aggregate number of shares that the Corporation shall have authority to issue is One Million (1,000,000) shares of One Cent (\$.01) par value per share.

ARTICLE V.

Initial Consideration  
For Issuance of Shares

The Corporation will not commence business until it has received for the issuance of its shares consideration of the value of One Thousand Dollars (\$1,000.00), consisting of money, labor done or property actually received, which sum is not less than One Thousand Dollars (\$1,000.00).

ARTICLE VI.

Initial Registered Office  
and Agent

Section 1. Registered Office: The post office address of the initial registered office of the Corporation is 1415 Post Oak Park Drive, Houston, Texas 77027.

Section 2. Registered Agent: The name of its initial registered agent at such address is Clarence Mayer.

ARTICLE VII.

Directors

The number of Directors constituting the initial Board of Directors is one (1) and the name and address of the

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person who is to serve as the sole director until the first meeting of the shareholders, or until his successors are elected and qualified is:

<u>Name</u>	<u>Address</u>
Robert Harter	Houston Sports Association The Astrodome, Gate 13 8701 Kirby Houston, Texas 77054

ARTICLE VIII.

Incorporator

The name and address of the incorporator of the Corporation is:

<u>Name</u>	<u>Address</u>
Kyle Longhofer	Lapin, Tutz & Mayer 1415 Post Oak Park Drive Houston, Texas 77027

ARTICLE IX.

Cumulative Vote

The right for any shareholder to cumulate his votes in any election of a director is hereby expressly denied.

ARTICLE X.

Pre-Emptive Rights

The shareholders of the Corporation shall not have pre-emptive rights to acquire any unissued or treasury shares, capital stock or other securities of the Corporation.

ARTICLE XI.

Directors' or Officers'  
Indemnity

Every director or officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or



imposed upon him in connection with any claim or proceeding to which he may be made a party, or in which he may become involved, by reason of his being or having been a director or officer of the Corporation, or any settlement thereof, whether or not he is a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE XII.

Amend Bylaws

Except as may otherwise be provided by the Bylaws, the Board of Directors of this Corporation is expressly authorized to alter, amend or repeal the Bylaws, or to adopt new Bylaws of this Corporation, without any action on the part of the shareholders; but the Bylaws made by the directors and the power so conferred may be altered or repealed by the shareholders.

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IN WITNESS WHEREOF, I have hereunto set my hand on this  
22nd day of July, 1985.

*Kyle Longhofer*  
\_\_\_\_\_  
Kyle Longhofer

STATE OF TEXAS           §  
                                  §  
COUNTY OF HARRIS       §

BEFORE ME, undersigned Notary Public, on this day personally appeared KYLE LONGHOFER, who being by me first duly sworn, declared that he/she is the person who signed the foregoing instrument as incorporator, and that the statements therein contained are true.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this 22nd day of July, 1985.

*Sharon Bowen*  
\_\_\_\_\_  
NOTARY PUBLIC in and for the  
STATE OF TEXAS

Printed Name of Notary:  
SHARON BOWEN

My Commission Expires:  
February 25, 1989

ARTICLES OF AMENDMENT  
BY THE SHAREHOLDERS TO THE  
ARTICLES OF INCORPORATION  
OF  
MIAMI MANAGEMENT, INC.

1001531

AUG 19 1986

Pursuant to the provisions of Article 4.04 of the Texas Business Corporation Act, the undersigned Corporation adopted the following Articles of Amendment to its Articles of Incorporation which provide for the authorization of 1,000,000 shares of One Cent (\$0.01) par value stock.

FILED  
In the Office of the  
Secretary of State of Texas

AUG 19 1986

ARTICLE ONE

The name of the Corporation is MIAMI MANAGEMENT CORPORATION

Clerk J.G.  
Corporations Section

ARTICLE TWO

The following amendments to the Articles of Incorporation were adopted by the shareholders of the Corporation on October 22, 1985.

"BE IT RESOLVED, that Article I of the Articles of Incorporation is hereby amended to read as follows:

ARTICLE I

The name of the Corporation is HSA MANAGEMENT, INC.

ARTICLE THREE

The number of shares of the Corporation outstanding at the time of such adoption was 100,000; and the number entitled to vote thereon was 100,000.

ARTICLE FOUR

The holders of all of the shares outstanding and entitled to vote on said amendment have signed a consent in writing adopting said amendment unanimously.

Dated: October 25, 1985

MIAMI MANAGEMENT, INC.

By: R.G. Harter  
Robert Harter, its President

By: Frank Rynd  
Frank Rynd, its Secretary

SWORN TO on the 25<sup>th</sup> day of October, 1985, by the above-named officers.

Eileen M. Colgin  
NOTARY PUBLIC in and for the  
STATE OF TEXAS

Printed Name of Notary:

Eileen M. Colgin

STATEMENT OF CHANGE OF REGISTERED  
AND REGISTERED AGENT BY  
A TEXAS DOMESTIC CORPORATION

FILLED  
In the Office of the  
Secretary of State of Texas

NOV 17 1986

Clerk II-G  
Corporations Section

1. The name of the corporation is HSA MANAGEMENT,
2. The address, including street number, of its present registered office as shown in the records of the Secretary of the State of Texas prior to filing this statement is 1415 Post Oak Park Drive, Houston, Texas 77027.
3. The address, including street and number, to which its registered office is to be changed is Suite 2300, The Coastal Tower, Nine Greenway Plaza, Houston, Texas 77046.
4. The name of its present registered agent, as shown in the records of the Secretary of the State of Texas, prior to filing this statement is Clarence Mayer.
5. The name of its new registered agent is Denis C. Braham.
6. The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.
7. Such change was authorized by its board of directors.

*Frank B. Rynd*

Name: FRANK B. RYND  
Title: SECRETARY

THE STATE OF TEXAS §  
§  
COUNTY OF HARRIS §

BEFORE ME, a notary public, on this day personally appeared FRANK B. RYND, known to me to be the person whose name is subscribed to the foregoing document and, being by me first duly sworn, declared that the statements therein contained are true and correct.

Given under my hand and seal of office this 31st day of October, 1986.

TYPE, PRINT OR STAMP NAME  
OF NOTARY AND COMMISSION  
EXPIRATION DATE BELOW:

*Gayellen Richter*

Notary Public in and for  
The State of T E X A S  
GAYELLEN RICHTER - MY COMMISSION  
EXPIRES JUNE 5, 1989

DP003N  
10/27/86

FILED  
In the Office of the  
Secretary of State of Texas

APR 24 1990

STATEMENT OF CHANGE OF REGISTERED  
OFFICE OR REGISTERED AGENT OR BOTH  
BY A PROFIT CORPORATION

Corporations Section

1. The name of the corporation is HSA Management, Inc.
2. The address, including street and number, of its present registered office as shown in the records of the Secretary of State of the State of Texas before filing this statement is Suite 2300, The Coastal Tower, Nine Greenway Plaza, Houston, Texas 77046.
3. The address, including street number, to which its registered office is to be changed is 811 Dallas Avenue, Houston, Texas 77002.
4. The name of its present registered agent, as shown in the records of the Secretary of State of the State of Texas, before filing this statement is Denis C. Braham.
5. The name of its new registered agent is CT Corporation System.
6. The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.
7. Such change was authorized by: (Check One)

- A. The Board of Directors
- B. An officer of the corporation so authorized by the Board of Directors

By: \_\_\_\_\_

*Robert G. Harter*  
Robert G. Harter  
President

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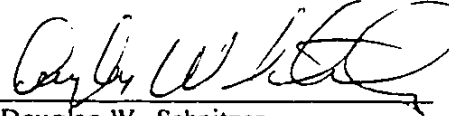
SEP 20 1993  
Corporations Section

ASSUMED NAME CERTIFICATE  
FOR AN INCORPORATED BUSINESS

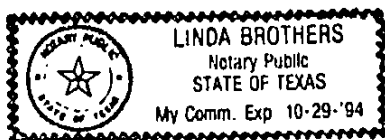
1. The assumed name under which the business or professional service is or is to be conducted or rendered is Leisure Management International.
2. The name of the incorporated business or profession as stated in its articles of incorporation or comparable document is HSA Management, Inc.
3. The state, country, or other jurisdiction under the laws of which it was incorporated is Texas, and the address of its registered or similar office in that jurisdiction is 12 Greenway Plaza, Suite 1400, Houston, Texas 77046.
4. The period during which the assumed name will be used is ten years.
5. The corporation is a business corporation.
6. If the corporation is required to maintain a registered office in Texas, the address of the registered office is 12 Greenway Plaza, Suite 1400, Houston, Texas 77046, and the name of the registered agent at such address is Myron G. Blalock III. The address of the principal office (if not the same as the registered office) is 11 Greenway Plaza, Suite 3106, Houston, Texas 77046.
7. The county or counties where business or professional services are being or are to be conducted or rendered under such assumed name are "ALL" counties.

HSA MANAGEMENT, INC.

By:

  
Douglas W. Schnitzer  
Vice President

Before me on this 4th day of September, 19 93, personally appeared Douglas W. Schnitzer and acknowledged to me that he executed the foregoing certificate for the purposes therein expressed.



Linda Brothers  
Notary Public Harris  
County

(Notary Seal)

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**STATEMENT OF CHANGE OF REGISTERED OFFICE  
OR REGISTERED AGENT OR BOTH BY  
A PROFIT CORPORATION**

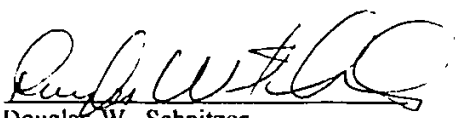
**FILED**  
In the Office of the  
Secretary of State of Texas

SEP 20 1993

Corporations Section

1. The name of the corporation is HSA Management, Inc.  
The corporation's charter number is 00760523-00.
2. The address of the CURRENT registered office as shown in the records of the Texas Secretary of State is: 811 Dallas Avenue, Houston, Texas 77002.
3. The address of the NEW registered office is: 12 Greenway Plaza, Suite 1400, Houston, Texas 77046.
4. The name of the CURRENT registered agent as shown in the records of the Texas secretary of state is CT Corporation System.
5. The name of the NEW registered agent is Myron G. Blalock III.
6. Following the changes shown above, the address of the registered office and the address of the office of the registered agent will continue to be identical, as required by law.
7. The changes shown above were authorized by: (check one)
  - A.  The board of directors
  - B.  An officer of the corporation so authorized by the board of directors.

HSA MANAGEMENT, INC.

By:   
Douglas W. Schnitzer  
Vice President

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FILED  
In the Office of the  
Secretary of State of Texas

STATEMENT OF CHANGE OF REGISTERED OFFICE  
AND REGISTERED AGENT OF  
HSA MANAGEMENT, INC.

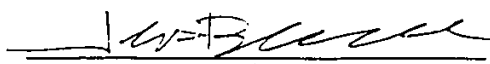
OCT 12 1994

Corporations Section

1. The name of the corporation is HSA Management, Inc. The Corporation's charter number is 760523-0
2. The address of the current registered office as shown in the records of the Texas secretary of state is:  

12 Greenway Plaza, Suite 1400  
Houston, Texas 77046
3. The address of the New registered office is:  

11 Greenway Plaza, Suite 3106  
Houston, Texas 77046
4. The name of the current registered agent as shown in the records of the Texas secretary of state is Myron G. Blalock III.
5. The name of the New registered agent is John A. Blaisdell.
6. Following the changes shown above, the address of the registered office and the office of the registered agent will continue to be identical, as required by law.
7. The changes shown above were authorized by the Board of Directors.

  
An Authorized Officer



**ARTICLES OF AMENDMENT  
TO THE ARTICLES OF INCORPORATION  
OF  
HSA MANAGEMENT, INC.**

FILED  
In the Office of the  
Secretary of State of Texas  
OCT 23 1996  
Corporations Section

Pursuant to Article 4.04 of the Texas Business Corporation Act (the "Act"), HSA Management, Inc., a Texas corporation (the "Corporation"), hereby amends its Articles of Incorporation, as amended (the "Articles of Incorporation"), as follows:

Article I is hereby further amended and restated to read in its entirety as follows:

The name of the corporation is Decoma Investment, Inc. III (hereinafter called the "Corporation").

**THE UNDERSIGNED, DOES HEREBY CERTIFY THAT:**

1. The above amendment to the Articles of Incorporation was adopted and approved by the sole shareholder of the Corporation on October 20, 1996.
2. The number of shares of the Corporation's common stock, par value \$.01 per share (the "Common Stock"), outstanding is 100,000. All such outstanding shares of Common Stock were entitled to vote on the amendment to the Articles of Incorporation.

IN WITNESS WHEREOF, these Articles of Amendment are signed by the indicated officer of the Corporation as of this 21 day of October, 1996.

**HSA MANAGEMENT, INC.**

By: [Signature]  
Richard C. Rochon, President