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MCDONALD, FLEMING, MOORHEAD & FERGUSON

ATTORNEYS AT LAW

MICHAEL L. FERGUSON  
ATTORNEY  
BRIGADIER GENERAL  
U.S. ARMY (RETIRED)

4300 BAYOU BOULEVARD, SUITES 12 & 13  
PENSACOLA, FLORIDA 32503

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

ALSO ADMITTED IN DISTRICT OF COLUMBIA

TELEPHONE (850) 477-0660  
TELECOPIER (850) 477-4510

September 24, 1999

State of Florida  
Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32301

000002997820

-09/27/99-01114-

\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Tallahassee Thunderwolves Football Club, Inc.

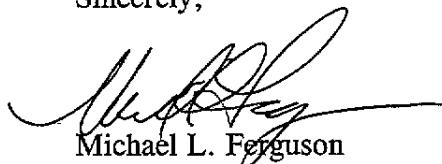
Dear Sirs:

Enclosed are the original and one copy of the Articles of Incorporation for the above-referenced corporation.

Please file these Articles and return a stamped copy to me for my file. Our firm check for ~~\$122.50~~ is enclosed for your filing fee.  
~~\$35.00~~

If you have any questions, please feel free to call me.

Sincerely,



Michael L. Ferguson

MLF/sew

Enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 SEP 27 PM 2:23

Name change  
LFS 9-30-99

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

99 SEP 27 PM 2:23

**ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION OF  
THE TALLAHASSEE SCORPIONS PROFESSIONAL  
INDOOR SOCCER TEAM, INC.**

The undersigned corporation, pursuant to provisions of Section 607.1006, Florida Statutes, adopts the following Articles of Amendment to its Articles of Incorporation:

**ARTICLE I - NAME:** The name of this corporation shall be: Tallahassee Thunderwolves Football Club, Inc., and it shall be authorized to issue and have outstanding at any one time is 100 shares of \$1.00 par value common stock.

**ARTICLE II - PRINCIPAL OFFICE:** The principal place of business and mailing address of this corporation is 505 West Pensacola Street, Suite B, Tallahassee, Florida 32301.

**ARTICLE III - PURPOSE:** This corporation is organized for the purpose of establishing a team to play professional indoor football.

**ARTICLE V - ELECTION OF DIRECTORS:** The manner in which the Directors are elected or appointed shall be stated in the Bylaws of this corporation. The Board of Directors include:

David G. Elmore  
3200 Decker Lake Drive  
West Valley City, Utah 84119

Donna Tuttle  
1800 Century Park East, Suite 210  
Los Angeles, California 90067

**ARTICLE VII - REGISTERED AGENT:** The street address of the registered office of this corporation in the State of Florida is 505 West Pensacola, Street, Suite B, Tallahassee, Florida 32301. The name of the registered agent for the corporation is Michael L. Ferguson, 4300 Bayou Boulevard, Suite 13, Pensacola, Florida 32503.

1019L P.03.00

The amendments were approved and adopted by the shareholders. The number of votes cast for the amendments were sufficient for approval.

Adopted this 31<sup>st</sup> day of August, 1999.

TALLAHASSEE THUNDERWOLVES  
FOOTBALL CLUB, INC.

By: David G. Elmore  
DAVID G. ELMORE  
Its: Chairman and Treasurer

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment of Registered Agent of Tallahassee Thunderwolves Football Club, Inc., which is contained in the foregoing Articles of Amendment to Articles of Incorporation. The undersigned is familiar with, and accepts, the obligations provided for in the Florida Statutes relative to the acceptance of such position.

Michael L. Ferguson  
MICHAEL L. FERGUSON