F00000007004

CT CORPORATION SYSTEM

CORPORATION(S) NAME

Gund Business Enterprises, Inc.

FILED
00 DEC 18 PM 1:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(x) Profit
( ) Nonprofit
(x) Foreign

( ) Amendment

( ) Merger

( ) Dissolution/Withdrawal
( ) Reinstatement

( ) Mark

( ) Limited Partnership
( ) LLC

( ) Annual Report
( ) Name Registration
( ) Fictitious Name

( ) Other
( ) Change of RA
( ) UCC

( ) Certified Copy

( ) Photocopies

( ) CUS

( ) Call When Ready
(x) Walk In
( ) Mail Out

( ) Call If Problem
( ) Will Wait

( ) After 4:30
(x) Pick Up

Name
Availability ______
Document
Examiner ______
Updater ______
Verifier ______
W.P. Verifier ______

12/18/00

Order#: 2382654

Ref#: ______

Amount: $ ______

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*****70.00 *****70.00

SUFFICIENCY OF FILING
TO ACKNOWLEDGE

2000 DEC 18 AM 11:19

DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
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660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

12/18

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TALLAHASSEE, FLORIDA

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Gund Business Enterprises, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Ohio
(State or country under the law of which it is incorporated)

3. 34-1911128
(FEI number, if applicable)

4. 11/23/1999
(Date of incorporation)

5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. 1/1/00
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 1 Center Court
Cleveland, OH 44115
(Current mailing address)

8. Recruitment Advertising & Professional Basketball
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip code)

10. **Registered agent's acceptance:**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

C T Corporation System

By: Charlotte Renee
(Registered agent's signature)
Charlotte Renee Cruz, Asst. Secretary

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

A. **DIRECTORS (Street address only - P.O. Box NOT acceptable)** See Attached

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Chairman: ______

Address: ______

______

Vice Chairman: ______

Address: ______

______

Director: ______

Address: ______

______

Director: ______

Address: ______

______

B. **OFFICERS (Street address only - P.O. Box NOT acceptable)** See Attached

President: ______

Address: ______

______

Vice President: ______

Address: ______

______

Secretary: ______

Address: ______

______

Treasurer: ______

Address: ______

______

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Mark R S[illegible]
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Mark R. Stornes, Treasurer
(Typed or printed name and capacity of person signing application)

Gund Business Enterprises, Inc. **FEIN: 34-1911128**
Officers & Directors

Gordon Gund – SS # 272-34-9326
Chairman, President and Chief Executive Officer
14 Nassau Street
Princeton, NJ 08540

George Gund III – SS # 302-32-7876
Vice Chairman
39 Mesa Street
Suite 300
The Presidio
San Francisco, CA 94129

Richard T. Watson – SS # 282-30-1368
Vice President, General Counsel & Assistant Secretary
15555 North Park Lane
Cleveland, OH 44118

David P. Prescott – SS # 047-34-5285
Secretary & Member, Office of the Chairman
14 Nassau Street
Princeton, NJ 08540

Warren S. Thaler – SS # 024-38-9525
Assistant Secretary & Member, Office of the Chairman
14 Nassau Street
Princeton, NJ 08540

Mark R. Stornes – SS # 302-68-4016
Vice President & Treasurer
1 Center Court
Cleveland, OH 44115

Patrick J. Amer
Assistant Secretary
Spieth, Bell, McCurdy & Newell Co. L.P.A.
925 Euclid Avenue
Suite 2000
Cleveland, OH 44115

James M. Havach
Assistant Secretary
Spieth, Bell, McCurdy & Newell Co., L.P.A.
925 Euclid Avenue
Suite 2000
Cleveland, OH 44115

UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE.

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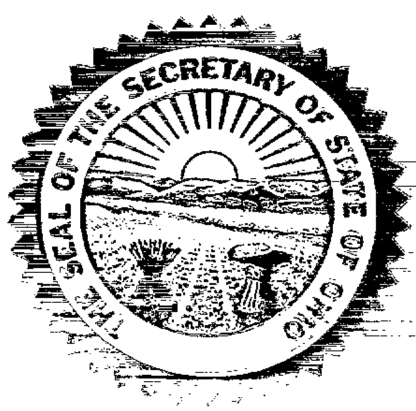
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, J. Kenneth Blackwell, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations; that said records show GUND BUSINESS ENTERPRISES, INC., an Ohio corporation, Charter No. 1118343, having its principal location in Cleveland, County of Cuyahoga, was incorporated on November 23, 1999 and is currently in GOOD STANDING upon the records of this office.



WITNESS my hand and official seal at
Columbus, Ohio on
December 12, 2000

J. Kenneth Blackwell

J. Kenneth Blackwell
Secretary of State