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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

FOREIGN LIMITED PARTNERSHIP
APPLICATION FOR
CERTIFICATE OF REGISTRATION
OF

ARENA FOOTBALL LIMITED PARTNERSHIP

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-13-49 of the General Laws, 1956, as amended, the undersigned foreign limited partnership hereby applies for a Certificate of Registration to transact business in the State of Rhode Island and for that purpose submits the following statement:

FIRST: The name of the limited partnership is Arena Football Limited Partnership and, if different, the name which it proposes to register and transact business in the State of Rhode Island is Not Applicable (if not applicable, so state).

SECOND: It is organized under the laws of Illinois and the date of its formation is February 8, 1988.

THIRD: The general character of the business it proposes to transact in Rhode Island is to operate an indoor football team and any and all other activities associated with or incidental thereto.

CP50 50.00
CHK 50.00

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FOURTH: The Rhode Island address of its proposed agent for service of process on the foreign limited partnership is 1039 Reservoir Avenue, Cranston, RI 02910

and the name of the agent resident in Rhode Island at that address is Steven J. O'Neill of Andreoli Enterprises, Inc.

FIFTH: The foreign limited partnership hereby agrees that if the foreign limited partnership fails to appoint an agent for service of process or, if appointed, the agent's authority has been revoked or if the agent cannot be found or served with the exercise of reasonable diligence, the foreign limited partnership appoints the Secretary of State of the State of Rhode Island as its agent for service of process.

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SIXTH: The address of the office required to be maintained in the state of organization by the laws of that state or, if not so required, of the principal office of the foreign limited partnership is 8725 West Higgins Road, Suite 45, Chicago, Illinois 60631

SEVENTH: [Deleted by P.L. 1987, ch. 440, §1.]

EIGHTH: The name and business address of each general partner is:

<u>General Partner</u>	<u>Business Address</u>
<u>American Arena Football, Inc.</u>	<u>8725 W. Higgins Road, Suite 45</u> <u>Chicago, IL 60631</u>
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NINTH: The address of the office at which is kept a list of the names and addresses of the limited partners and their capital contributions is 8725 West Higgins Road, Suite 45,
Chicago, Illinois 60631

and the undersigned agrees that it will keep those records until the undersigned's registration in the State of Rhode Island is cancelled or withdrawn.

TENTH: The mailing address for the foreign limited partnership is 8725 West Higgins Road, Suite 45, Chicago, Illinois 60631

ELEVENTH: The aggregate capital contributions of the limited partners are as follows:

<u>Name of Limited Partner</u>	<u>Aggregate Capital Contribution</u>
<u>NEAF, INC.</u>	<u>\$750,000</u>
<u>Chicago Indoor Football Team, Inc.</u>	<u>\$750,000</u>
<u>Detroit Drive, Inc.</u>	<u>\$750,000</u>
<u>Arena Football Club, Inc.</u>	<u>\$750,000</u>
<u>Nicole Holding Co., Inc.</u>	<u>\$750,000</u>

Dated March 21, 1988.

ARENA FOOTBALL LIMITED PARTNERSHIP
(Exact name of Limited Partnership making application)

By: James F. Foster
(General Partner) James F. Foster, President of American Arena Football, Inc.

STATE OF ILLINOIS
COUNTY OF COOK

In Chicago in said county on this 21st
day of March, 1988, personally appeared before
me James F. Foster, who, being by me first
duly sworn, declared that he/~~she~~ is a General Partner of Arena Football Limited Partnership, that he/~~she~~ signed the foregoing
document as a General Partner of the limited partnership, and
that the statements therein contained are true.

President of the


Notary Public

My Commission Expires: 3/12/1990

File Number S000754



To all to whom these Presents Shall Come, Greeting:

*I, Jim Edgar, Secretary of State of the State of Illinois,
do hereby certify that*

The following and hereto attached is a true copy of the
Certificate of Limited Partnership for Arena Football Limited
Partnership.



In Testimony Whereof, *I hereto set
my hand and cause to be affixed the Great Seal of
the State of Illinois this* 21st
day of April *A. D.,* 1988.

Jim Edgar

SECRETARY OF STATE