

Filing fee: \$50.00
License fee: \$15.00 minimum
(Section 7-11-124)

Corporate ID _____

**APPLICATION FOR
CERTIFICATE OF AUTHORITY
OF**

Titan Sports Inc.

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

FIRST: The name of the corporation is Titan Sports Inc. 

SECOND: The name which it elects to use in Rhode Island is Titan Sports Inc.

(If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island;)

THIRD: It is incorporated under the laws of Delaware

FOURTH: The date of its incorporation is July 28, 1987 and the period of its duration is perpetual

FIFTH: The address of its principal office in the state or country under the laws of which it is incorporated is 229 South State Street, Dover, DE 19901

SIXTH: The address of its proposed registered office in Rhode Island is Suite 3A, 101 Dyer Street, Providence 02903 and the name of its proposed registered agent in Rhode Island at that address is The Prentice-Hall Corporation System, Inc.

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are

To engage in the business of sports promotion and entertainment and any lawful act or activity for which corporations may be organized under the Rhode Island Business Corporation Act.

es of its directors and officers are:

<u>Name</u>	<u>Office</u>	<u>Address</u>	<u>06830</u>
Vincent K. McMahon	Director	47 Hurlingham Drive, Conyers Farm, Greenwich, CT	
Linda E. McMahon	Director	47 Hurlingham Drive, Conyers Farm, Greenwich, CT	06830
	Director		

<u>Name</u>	<u>Office</u>	<u>Address</u>	<u>06830</u>
Vincent K. McMahon	President	47 Hurlingham Drive, Conyers Farm, Greenwich, CT	
Linda E. McMahon	Vice President	47 Hurlingham Drive, Conyers Farm, Greenwich, CT	06830
Linda E. McMahon	Secretary	47 Hurlingham Drive, Conyers Farm, Greenwich, CT	06830
Vincent K. McMahon	Treasurer	47 Hurlingham Drive, Conyers Farm, Greenwich, CT	06830

NINTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
12,500	common	---	no par value

TENTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
100	common	---	no par value

ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 34,469

TWELFTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ -0-


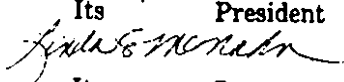
THIRTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 100,000,000

FOURTEENTH: An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$ 1,118,000

FIFTEENTH: This Application is accompanied by a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated May 15, 1989

Titan Sports Inc.
[Exact Corporate Name of Corporation Making Application]

By 
Its President
and 
Its Secretary

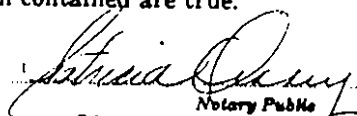
STATE OF Connecticut

COUNTY OF Fairfield

} Sc.

At 1055 Summer St., Stamford in said County on the 15th day
of May 1989, before me personally appeared Vincent K.
McMahon, who being by me first duly sworn, declared that
he is the president of Titan Sports Inc.,
that he signed the foregoing document as such of the
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)


Notary Public
PATRICIA KENNEY
NOTARY PUBLIC
My Commission Expires 3/31/93

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SECRETARY OF STATE
GOVERNMENT OF MISSISSIPPI

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Rec'd & Filed AUG 07 1999

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GOVERNMENT OF MISSISSIPPI

State of Delaware



Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF
DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT
COPY OF THE CERTIFICATE OF RESTATED CERTIFICATE OF INCORPORATION
OF TITAN SPORTS INC. FILED IN THIS OFFICE ON THE THIRTIETH DAY OF
DECEMBER, A.D. 1988, AT 9 O'CLOCK A.M.

| | | | | | | | |



759191302

Michael Harkins
Michael Harkins, Secretary of State

AUTHENTICATION: 12253550

DATE: 07/10/1989

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