

USFL PROPERTIES, INC.

(a Delaware corporation)

Written Consent of Directors
in Lieu of Organizational Meeting

We, the undersigned, being all of the directors of USFL PROPERTIES, INC., a Delaware corporation (the "Corporation"), acting pursuant to Section 141(f) of the Business Corporation Act of the State of Delaware, do hereby waive all notice of the time, place and purposes of a meeting of the Board of Directors of the Corporation and hereby unanimously consent and agree to the adoption of the following resolutions:

RESOLVED, that the Articles of Incorporation of the Corporation, filed with the Secretary of State of the State of Delaware on October 17, 1984, be, and they hereby are, approved and accepted and the Secretary of the Corporation is hereby directed to insert a certified copy thereof in the minute book of the Corporation;

RESOLVED, that the Action of the Sole Incorporator dated October 17, 1984 in the form annexed hereto as Exhibit A, be and hereby is, in all respects ratified, approved and confirmed;

RESOLVED, that the By-Laws in the form of Exhibit 1 to the Action of the Sole Incorporator annexed hereto as Exhibit A, be and they hereby are, in all respects approved and adopted as and for the By-Laws of the Corporation;

RESOLVED, that the form of corporate seal, an impression of which is affixed to the margin of this Consent in the form of two

concentric circles and bearing the words and figures "USFL Properties, Inc. - Delaware - Corporate Seal - 1984" be, and the same hereby is, approved and adopted as and for the corporate seal of the Corporation;

RESOLVED, that until otherwise ordered by the Board of Directors, the form, terms and provisions of the certificate for shares of Common Stock of the Corporation, \$.01 par value, a specimen of which has been annexed to this Consent as Exhibit B, be, and it hereby is, in all respects approved; that a certificate substantially in such form be, and it hereby is, adopted and prescribed as the form of certificate to represent fully paid and non-assessable shares of the Corporation's Common Stock, \$.01 par value; and that, until otherwise ordered by the Board of Directors, all such certificates which shall be issued by the Corporation representing any shares of its Common Stock, \$.01 par value, shall be signed by or in the name of the Corporation by its President or any Vice President and by its Secretary or Assistant Secretary, with the corporate seal of the Corporation thereunto affixed;

RESOLVED, that the proper officers of the Corporation be, and they hereby are, authorized and directed to open a bank account on behalf of the Corporation in accordance with the terms and conditions required by said bank as specified in Exhibit C annexed to this Consent, and the resolutions contained in such forms be and, they hereby are approved and adopted as resolutions of the Board of Directors;

RESOLVED, that for the purpose of authorizing the Corporation to do business in any state, territory, or dependency of the United States or any foreign country in which it is, in the opinion of the appropriate officers of this Corporation, necessary or expedient for this Corporation to transact business, the proper officers of this Corporation are hereby authorized to appoint all necessary agents or

attorneys for service of process, to designate and change the location of all necessary statutory offices and, under the corporate seal, to make and file all necessary reports, powers of attorney, and other instruments as may be required by the laws of such state, territory, dependency, or country to authorize the Corporation to transact business therein and, whenever it is expedient for the Corporation to cease doing business therein and withdraw therefrom, to revoke for service of process and to file such certificates, reports, revocations of appointment, or surrender of authority as may be necessary to terminate the authority of the Corporation to do business in any such state, territory, dependency, or country;

RESOLVED, that the following persons be, and each and every one hereby is, elected to the office or offices of the Corporation set forth opposite his name, to hold office until the meeting of the Board of Directors following the first annual meeting of shareholders and until their respective successors have been duly elected and qualified, or as otherwise provided in the By-Laws of the Corporation:

<u>Name</u>	<u>Office</u>
Dominic Camera	Chairman of the Board
Chester A. Simmons	President
Joseph Cussick	Treasurer
Gary Kaplan	Secretary

RESOLVED, that the Corporation accept the subscription of USFL Holdings, Inc., a Delaware Corporation ("USFL Holdings") to purchase ten (10) shares of Common Stock of the Corporation, \$.01 par value, at a price of \$100 per share or an aggregate purchase price of \$1,000;

RESOLVED, that the Treasurer of the Corporation be directed to call upon USFL Holdings for payment of its subscription, and, upon receipt of the aggregate pur-

chase price the proper officers of the Corporation be, and they hereby are, authorized and directed to issue ten (10) shares of Common Stock of the Corporation, \$.01 par value, to USFL Holdings, which shares shall be fully paid and non-assessable and in respect of which the holder thereof shall not be liable for any further payments or assessments;

RESOLVED that the proper officers of the Corporation be, and they hereby are, authorized and directed to take all such further action and to execute and deliver all such further agreements, instruments and documents in the name and on behalf of the Corporation and under its corporate seal or otherwise, and to pay all such expenses and taxes, as in their judgment shall be necessary, proper or advisable in order fully to carry out the intent and accomplish the purposes of all the foregoing resolutions, and each of them.

This Consent may be executed in counterparts, all of which taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned have executed this Consent as of this day of October, 1984.

CHESTER A. SIMMONS

JOHN BASSETT

DONALD TRUMP

ALFRED TAUBMAN

TAD TAUBE