



THE UNITED STATES CORPORATION COMPANY

FO0000000829

ACCOUNT NO. : 072100000032
REFERENCE : 584821 4375356
AUTHORIZATION : Patricia Pzyt
COST LIMIT : \$ 70.00

ORDER DATE : February 10, 2000
ORDER TIME : 11:27 AM
ORDER NO. : 584821-005
CUSTOMER NO: 4375356

100003133971--5

CUSTOMER: Ms. May Hung Lee
Sfx Entertainment, Inc.
650 Madison Avenue
16th Floor
New York, NY 10022

FOREIGN FILINGS

Handwritten circled '4'

NAME: SFX THEATRICAL MERCHANDISING, INC.

FILED OF STATE SECRETARY OF CORPORATIONS DIVISION OF CORPORATIONS 00 FEB 14 PM 2:47

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

RECEIVED 00 FEB 14 PM 12:12 DEPARTMENT OF STATE DIVISION OF CORPORATIONS TALLAHASSEE, FLORIDA

Handwritten: hK 2/14/00

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.

FILED STATE SECRETARY OF CORPORATIONS 00 FEB 14 PM 2:47

1. SFX THEATRICAL MERCHANDISING, 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. DELAWARE (State or country under the law of which it is incorporated) 3. 13-4094901 (FEI number, if applicable)

4. JANUARY 3, 2000 (Date of incorporation) 5. PERPETUAL (Duration: Year corp. will cease to exist or "perpetual")

6. UPON QUALIFICATION (Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 450 Madison Avenue, 10th Floor New York, NY 10022 (Current mailing address)

8. Theatrical merchandising (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: Corporation Service Company Office Address: 1201 Hays Street Tallahassee, Florida, 32301 (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.

Corporation Service Company By: [Signature] (Registered agent's signature)

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)**

Chairman: See attached officers/directors rider

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

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

President: See attached officers/directors rider

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

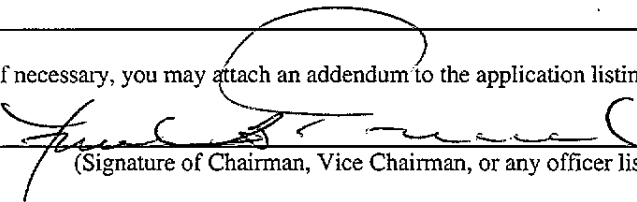
Secretary: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

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

13.   
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Michael G. Ferrel--President  
(Typed or printed name and capacity of person signing application)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 FEB 14 PM 2:47

**SFX THEATRICAL MERCHANDISING, INC.  
OFFICERS & DIRECTORS**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 FEB 14 PM 2:47

**OFFICER**

Robert F. X. Sillerman

Michael G. Ferrel

Howard J. Tytel

Richard A. Liese

Thomas P. Benson

Peter Strauss

John Coughlan

Deborah Goldman-Levi

**TITLE(S)**

Executive Chairman

CEO & President

Executive Vice President & Secretary

Senior Vice President & Assistant Secretary

CFO & Treasurer

Vice President

Vice President

Assistant Secretary

**DIRECTORS**

Robert F. X. Sillerman

Michael G. Ferrel

Howard J. Tytel

All addresses are:  
650 Madison Avenue, 16<sup>th</sup> Floor, New York, NY 10022

State of Delaware

PAGE 1

Office of the Secretary of State

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 FEB 14 PM 2:47

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SFX THEATRICAL MERCHANDISING, INC. IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TENTH DAY OF FEBRUARY, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SFX THEATRICAL MERCHANDISING, INC." WAS INCORPORATED ON THE THIRD DAY OF JANUARY, A.D. 2000.



*Edward J. Freel*

Edward J. Freel, Secretary of State

3153396 8300

001069301

AUTHENTICATION: 0251746  
DATE: 02-10-00