

F0000000/1723  
TRANSMITTAL LETTER

To: Registration Section  
Division of Corporations

SUBJECT: First Entertainment Holding Corp.  
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

200003146652--5  
-02/24/00--01078--003  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Joel B. Rothman, Esq.  
(Name of Person)

Seiden, Alder, Rothman, Petosa, & Matthewman, P. A.  
(Firm/Company)

200003146652--5  
-03/28/00--01082--001  
\*\*\*1150.00 \*\*\*1150.00

2300 Glades Rd. West Tower, Ste 340  
(Address)

Boca Raton, FL 33431  
(City/State/Zip)

Should you need to call someone concerning this matter, please call:

Joel B. Rothman, Esq. at (561) 416-0170 ext 107  
(Name of Person) (Area Code & Daytime Telephone Number)

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TALLAHASSEE, FLORIDA

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**STREET ADDRESS:**

Registration Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

**MAILING ADDRESS:**

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

March 1, 2000

JOEL B. ROTHMAN, ESQ.  
SEIDER ALDER ROTHMAN PETOSA & MATTHEWMAN  
2300 GLADES RD WEST TOWER STE 340  
BOCA RATON, FL 33431

SUBJECT: FIRST ENTERTAINMENT TRADING CORP.  
Ref. Number: W00000005581

fax  
561-416-0171  
Mark Baumat  
Attn: ↗

We have received your document for FIRST ENTERTAINMENT TRADING CORP. and your check(s) totaling \$87.50. However, the document has not been filed and is being retained in this office for the following:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report/uniform business report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$1150.00.

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please (850) 487-6043.

Shawn Logan  
Document Specialist

Letter Number: 400A0001132

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TALLAHASSEE, FLORIDA

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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. First Entertainment Holding Corp. (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. Nevada (State or country under the law of which it is incorporated) 3. 840-974-303 (FEI number, if applicable)

4. Sept. 29, 1997 (Date of incorporation) 5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. May 1, 1999 (Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.") (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. a. 5495 Marion Street Denver, CO 80216 (Principal office address) b. (same) (Current mailing address)

8. \* Attached (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: Joel B. Rothman, Esq.

Office Address: 2300 Glades Rd. West Tower Ste 340 Boca Raton, FL, Florida 33431 (Zip code)

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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.

[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.

First Entertainment Holding Corp.

Purpose(s) of corporation to be carried out in the state of Florida.

The nature of the business, or objects or purposes proposed to be transacted, promoted or carried are:

To engage in any lawful activity and to manufacture, purchase or otherwise acquire, invest in, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, trade, deal in and deal with minerals, goods, wares and merchandise and personal property of every class and description.

To hold, purchase and convey real and personal estate and mortgage or lease any such real and personal estate with its franchises and to take the same by devise or bequest.

To acquire, and pay for in cash, stock or bonds of this corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

To acquire, hold, use sell, assign, lease, grant licenses in respect of mortgage, or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names, relating to, or useful in connection with works of art or any other business of this Corporation.

To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities

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or evidences of the indebtedness created by any other corporation or corporations of this state, or any other state or government, and while owner of such of such stock, bonds, securities or evidences of indebtedness, to exercise all the rights, powers and privileges of ownership, including the right to vote, if any.

To borrow money and contract debts when necessary for the transaction of business, or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures, and other obligations and evidences of indebtedness, payable at specified time or times, or payable upon the happening of a specified event or events, whether secured by mortgage, pledge, or otherwise, or unsecured, for money borrowed, or in payment for property purchased, or acquired, or for any other lawful objects.

To purchase, hold, sell and transfer shares of its own capital stock, and use therefore its capital, capital surplus, surplus, or other property or funds, provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital, and provided further, that shares of its own capital stock belonging to it shall not be voted upon, directly or indirectly, nor counted as outstanding, for the purpose of computing any stockholders' quorum or vote.

To conduct business, have one or more offices, and hold, purchase, mortgage and convey real and personal property in this state, and in any of the

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several states, territories, possessions and dependencies of the United States, the District of Columbia, and in any foreign countries.

To do all and everything necessary and proper for the accomplishment of the objects hereinbefore enumerated or necessary or incidental to the protection and benefit of the corporation, and, in general, to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects hereinbefore set forth.

The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause in these articles of incorporation but shall be regarded as independent objects and purposes.

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

Chairman: Harold B. Stern

Address: 2500 E. Hallandale Ste 605

Hallandale, FL 33009 (954) 456-7078

/Chief Technical Officer/Director - Michael Marsowicz

Address: 2500 E. Hallandale Ste 605

Hallandale, FL 33009 (954) 456-7807

Director: Phil Puccio

Address: 575 Lexington Ave. 14th Floor

New York, N.Y. 10022 (212) 371-2624

Director: A.B. Goldberg

Address: 2805 E. Long Curt

Littleton, CO 80121 (303) 773-9836

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

President: Doug Olson

Address: 5495 Marion St.

Denver, CO 80216 (303) 382-1500

Vice President: Bill Rubin

Address: 10227 Winopin Cr. Ste 800

Columbia, MD 21044

No Secretary

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

No Treasurer

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

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

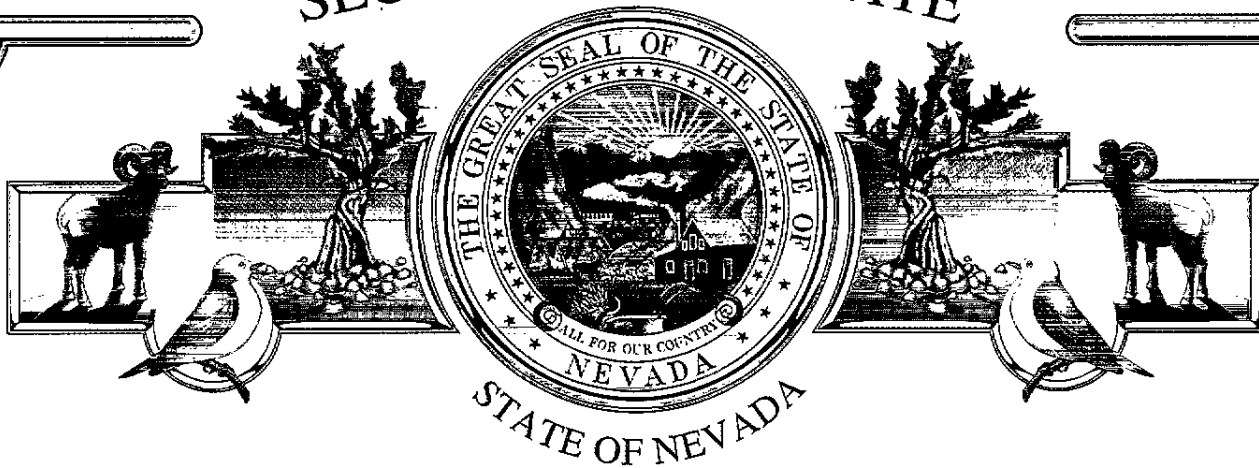
13. [Signature] Chairman/CEO

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

14. Chairman

(Typed or printed name and capacity of person signing application)

# SECRETARY OF STATE

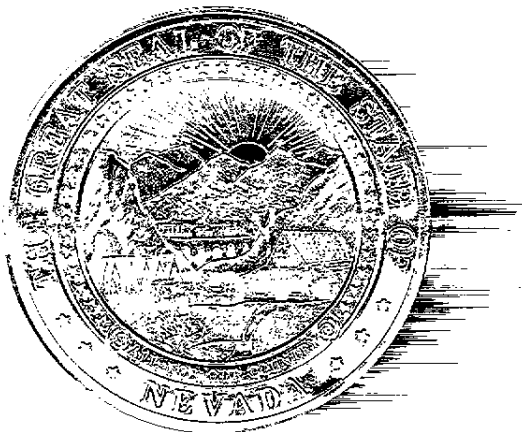


## CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **FIRST ENTERTAINMENT HOLDING CORP.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since September 29, 1997, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on March 2, 2000.



*Dean Heller*

Secretary of State

By

*J. J. [Signature]*  
Certification Clerk