

F01000002419



ACCOUNT NO. : 072100000032
 REFERENCE : 127633 4375356
 AUTHORIZATION : *Patricia Pizuto*
 COST LIMIT : \$ 70.00

FILED
 01 MAY -3 10 4: 21
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

ORDER DATE : April 25, 2001
 ORDER TIME : 9:45 AM
 ORDER NO. : 127633-015
 CUSTOMER NO: 4375356

CUSTOMER: Ms. Christina V. Lyng
 Sfx Entertainment, Inc.
 220 West 42nd Street
 20th Floor
 New York, NY 10036

000004133810--4

FOREIGN FILINGS

NAME: SFX TOUR II (USA), INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

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 TALLAHASSEE, FLORIDA

CONTACT PERSON: Susie Knight -- EXT# 1156

EXAMINER: *55*

RECEIVED

DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 3, 2001

SUSIE KNIGHT
CSC
TALLAHASSEE, FL

SUBJECT: SFX TOUR II (USA), INC.
Ref. Number: W01000010047

RESUBMIT
Please give original
submission date as file date

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TALLAHASSEE, FLORIDA

We have received your document for SFX TOUR II (USA), INC. authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

Please list the OFFICE/OFFICES held by each OFFICER.,

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 call (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 801A00026366

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LETTERS AND DOCUMENTS
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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

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1. SFX Tour II (USA), 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 3. Applied for
 (State or country under the law of which it is incorporated) (FEI number, if applicable)
4. March 19, 2001 5. Perpetual
 (Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification
 (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. c/o SFX Entertainment, Inc., 220 West 42nd St., New York, NY 10036
 (Principal office address)
c/o Corporation Service Company, 1201 Hays St., Tallahassee, FL 32301
 (Current mailing address)

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8. Promotion of Live Entertainment
 (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** accepted)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301
 (City) (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
Tabatha Miller Asst VP
 (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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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TALLAHASSEE, FLORIDA

B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____


Address: _____

Treasurer: _____

Address: _____

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TALLAHASSEE, FLORIDA

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. Richard A. Liese, Executive VP & Secretary

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

Schedule of Directors/Officers

of

SFX Tour II (USA), Inc.

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Name	Position	Address
Brian Becker	Chief Executive Officer	220 West 42 nd St., 20 th Fl., New York, NY 10036
L. Lowry Mays	Chairman	200 East Basse Rd., San Antonio, TX 78209
Mark P. Mays	EVP	200 East Basse Rd., San Antonio, TX 78209
Randall T. Mays	EVP & CFO	200 East Basse Rd., San Antonio, TX 78209
Eric Kert	Vice President	200 East Basse Rd., San Antonio, TX 78209
Kenneth E. Wyker	Sr. VP General Counsel/Ass't. Secretary	200 East Basse Rd., San Antonio, TX 78209
Juliana F. Hill	Sr. VP/Finance	200 East Basse Rd., San Antonio, TX 78209
Arthur Fogel	President	200 East Basse Rd., San Antonio, TX 78209
Philip Brennan	Vice President	200 East Basse Rd., San Antonio, TX 78209
Richard A. Liese	Executive VP & Secretary	220 West 42 nd St., 20 th Fl., New York, NY 10036

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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April 20, 2001

Florida Secretary of State
Registration Section
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

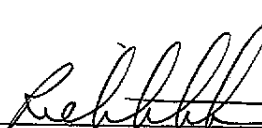
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: SFX Tour II (USA), Inc. - Use of Name

Dear Sir/Madam:

By an on behalf of the Board of Directors of **SFX Tour I (USA), Inc.**, and as Executive Vice President and Secretary of **SFX Tour I (USA), Inc.**, I hereby grant full consent to **SFX Tour II (USA), Inc.**'s full use of its name in the State of Florida regardless of any similarity between the two names.

SFX Tour I (USA), Inc.

By: 
Name: Richard A. Liese
Title: Exec. VP & Secretary

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Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SFX TOUR II (USA), 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 THIRTIETH DAY OF APRIL, A.D. 2001.

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

FILED 01 MAY -3 4:21 PM '01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED 01 MAY -3 6:29 PM '01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED 21 MAY -3 4:21 PM '01

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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 1107168

DATE: 04-30-01