



F02000004001

ACCOUNT NO. : 072100000032

REFERENCE : 687689 4301770

AUTHORIZATION :

Patricia Pigute

COST LIMIT : \$ 78.75

ORDER DATE : July 31, 2002

ORDER TIME : 10:45 AM

ORDER NO. : 687689-015

CUSTOMER NO: 4301770

4000006921744--2

CUSTOMER: Kathy McComb, Paralegal
Patterson, Belknap, Webb &
1133 Avenue Of The Americas

BK

New York, NY 10036-6710

FOREIGN FILINGS

NAME: GENERATIONAL ART PRODUCTIONS
INC.

XXXX QUALIFICATION (TYPE: CO).

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Norma Hull -- EXT# 1115

EXAMINER: _____

FILED
02 AUG -6 PM 4:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
02 AUG -6 PM 12:56
SECRETARY OF STATE
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.*

1. Generational Art Productions 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. 13-3756440

(FEI number, if applicable)

4. July 25, 2002

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or perpetual)

6. July 31, 2002

(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. 133 West 25th Street, 6th Floor East

(Principal office address)

New York, New York 10001

(Current mailing address)

8. The purpose of the Corporation is to engage in any lawful act of activity for which corporations may be organized under the General Corporation Law of Delaware and permitted by the Florida Business Corporation Act.
(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

(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

Deborah D. Skipper

(Registered agent's signature) Deborah D. Skipper

Asst. V. Pres.

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: _____

B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

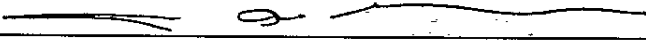
Secretary: _____

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. Ian A. Gerard, Chief Executive Officer

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

FILED
20 AUG - 8 PM 4:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Rider to Application by Foreign Corporation for
Authorization to Transact Business in Florida

Name of Corporation: Generational Art Productions Inc.

Item 12A – Directors

Ian Gerard
Generational Art Productions Inc.
133 West 25th Street, 6th Floor East
New York, New York 10001

Adam Walden
Generational Art Productions Inc.
133 West 25th Street, 6th Floor East
New York, New York 10001

Stefan Gerard
Generational Art Productions Inc.
133 West 25th Street, 6th Floor East
New York, New York 10001

02 AUG -6 PM 4:04
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Item 12B - Officers

Ian Gerard
Chief Executive Officer and Secretary
Generational Art Productions Inc.
133 West 25th Street, 6th Floor East
New York, New York 10001

Adam Walden
President and Treasurer
Generational Art Productions Inc.
133 West 25th Street, 6th Floor East
New York, New York 10001

Delaware

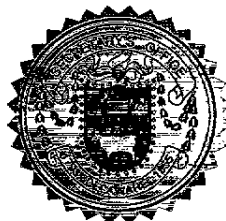
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GENERATIONAL ART PRODUCTIONS 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 TWENTY-NINTH DAY OF JULY, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "GENERATIONAL ART PRODUCTIONS INC." WAS INCORPORATED ON THE TWENTY-FIFTH DAY OF JULY, A.D. 2002.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3551769 8300

AUTHENTICATION: 1907553

020481154

DATE: 07-29-02