

FD3 000002187

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

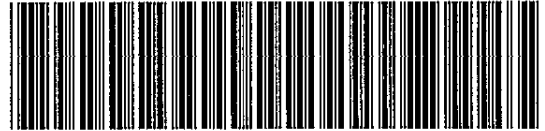
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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FD3-218
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TALLAHASSEE, FLORIDA

03 MAY - 1 PM 1:51

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ACCOUNT NO. : 072100000032

REFERENCE : 076251 7258333

AUTHORIZATION : *Patricia Piquero*

COST LIMIT : \$ 70.00

ORDER DATE : April 30, 2003

ORDER TIME : 11:48 AM

ORDER NO. : 076251-005

CUSTOMER NO: 7258333

CUSTOMER: Mr. Miguel Holling
Ascent Media Group, Inc.
5th Floor
520 Broadway
Santa Monica, CA 90401

FOREIGN FILINGS

NAME: A.F. TRANSFER, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Sara Lea -- EXT# 1114

EXAMINER: _____

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: William R. Fitzgerald

Address: 520 Broadway, 5th Floor

Santa Monica, CA 90401

Vice Chairman: _____

Address: _____

Director: Robert R. Bennett

Address: 520 Broadway, 5th Floor

Santa Monica, CA 90401

Director: William R. Fitzgerald

Address: 520 Broadway, 5th Floor

Santa Monica, CA 90401

B. OFFICERS

President: William R. Fitzgerald

Address: 520 Broadway, 5th Floor

Santa Monica, CA 90401

Vice President: Jay Singh

Address: 520 Broadway, 5th Floor

Santa Monica, CA 90401

Secretary: William E. Niles

Address: 520 Broadway, 5th Floor, Santa Monica, CA 90401

Treasurer: George C. Platasa

Address: 520 Broadway, 5th Floor, Santa Monica, CA 90401

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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. William E. Niles, Secretary

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

Delaware

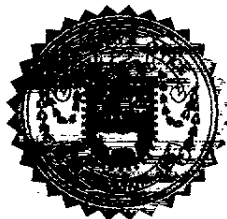
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "A.F. TRANSFER, 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 APRIL, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "A.F. TRANSFER, INC." WAS INCORPORATED ON THE FOURTEENTH DAY OF APRIL, A.D. 2003.

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

3647407 8300

AUTHENTICATION: 2388229

030275440

DATE: 04-29-03