

F03000002840

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

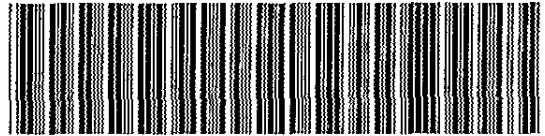
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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03 JUN -4 AM 11: 24
DIVISION OF CORPORATION
STATE
TALLAHASSEE FLORIDA
FILED
03 JUN -4 AM 10: 56



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032
REFERENCE : 115403 4356612
AUTHORIZATION : *Patricia Pajito*
COST LIMIT : \$ ~~1150.00~~

03 JUN - 11 AM 10 59
FILED
STATE OF FLORIDA
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : June 2, 2003
ORDER TIME : 8:19 AM
ORDER NO. : 115403-005
CUSTOMER NO: 4356612

1220.00

CUSTOMER: Veronica Arroyo, Legal Asst
Fox Entertainment Group
Suite 1400
2121 Avenue Of The Stars
Los Angeles, CA 90067

FOREIGN FILINGS

NAME: FSN SUNSHINE HOLDINGS, 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: Amanda Haddan -- EXT# 1155

EXAMINER: _____



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

June 4, 2003

AMANDA HADDAN
CSC
TALLAHASSEE, FL

SUBJECT: FSN SUNSHINE HOLDINGS, INC.
Ref. Number: W03000015964

FILED RECEIVED
03 JUN -14 03 JUN -59 AM 8:56
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
STATE SECRETARY OF STATE

We have received your document for FSN SUNSHINE HOLDINGS, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being retained for the following:

The application indicates that FSN SUNSHINE HOLDINGS, INC. began transacting business in Florida on September 20, 2002. If this is so, then penalty fees are owed.

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 \$1,150.00.

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) 245-6914.

Buck Kohr
Corporate Specialist

Letter Number: 903A00034961

RESUBMIT
Please give original
submission date as file date.

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 JUN - 11 AM 10:58 DEPARTMENT OF STATE FLORIDA

1. FSN SUNSHINE HOLDINGS, 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. 56-2327903

(FEI number, if applicable)

4. September 20, 2002

(Date of incorporation)

5. perpetual

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

6. September 20, 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. c/o Fox Cable Networks, 10000 Santa Monica Blvd., Los Angeles, CA 90067

(Principal office address)

c/o Fox Cable Networks, 10000 Santa Monica Blvd., Los Angeles, CA 90067

(Current mailing address)

8. holding company

(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: _____

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STATE OF FLORIDA
TALLAHASSEE

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. Andrew Hubsch, Senior Vice President, Treasurer and Assistant Secretary

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

FSN SUNSHINE HOLDINGS, INC.
(continued)

12. A. DIRECTORS		
NAME	TITLE	ADDRESS
K. Rupert Murdoch	Director	10201 West Pico Boulevard Los Angeles, CA 90035
David F. DeVoe	Director	1211 Avenue of the Americas New York, NY 10036
12. B. OFFICERS		
NAME	TITLE	ADDRESS
Anthony Vinciguerra	Chief Executive Officer	10201 West Pico Boulevard Los Angeles, CA 90035
Robert Thompson	President	10000 Santa Monica Boulevard Los Angeles, CA 90067
Daniel Fawcett	Executive Vice President, Legal and Assistant Secretary	10000 Santa Monica Boulevard Los Angeles, CA 90067
Andrew Hubsch	Senior Vice President, Treasurer and Assistant Secretary	10000 Santa Monica Boulevard Los Angeles, CA 90067
Raymond L. Parrish	Vice President and Assistant Treasurer	10201 West Pico Boulevard Los Angeles, CA 90035
Randall F. Kender	Assistant Secretary	10201 West Pico Boulevard Los Angeles, CA 90035

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Delaware

PAGE 1

The First State

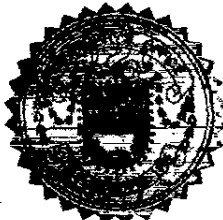
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FSN SUNSHINE HOLDINGS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SECOND DAY OF JUNE, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "FSN SUNSHINE HOLDINGS, INC." WAS INCORPORATED ON THE TWENTIETH DAY OF SEPTEMBER, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

03 JUN -4 AM 12 56
FILED
SECRETARY OF STATE
TALLEMOUNT, DELAWARE



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3571414 8300...

AUTHENTICATION: 2448454

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DATE: 06-02-03