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Florida Department of State  
Division of Corporations  
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To:  
Division of Corporations  
Fax Number : (850) 617-6381

From:  
Account Name : CORPORATION SERVICE COMPANY  
Account Number : I200000000195  
Phone : (850) 521-1000  
Fax Number : (850) 558-1575

*Heather x2908*

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FOREIGN PROFIT/NONPROFIT CORPORATION**

**MARVEL PUBLISHING, INC.**

Certificate of Status	1
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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANACT BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANACT BUSINESS IN THE STATE OF FLORIDA*

**1. Marvel Publishing, Inc.**

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

**2. Delaware**

(State or country under the law of which it is incorporated)

**3. 20-3786539**

(FEI number, if applicable)

**4. October 3, 2005**

(Date of incorporation)

**5. Perpetual**

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

**6. N/A-No business prior to registration**

(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

**7. Marvel Publishing, Inc., 417 Fifth Avenue, New York, NY 10016**

(Principal office address)

**Marvel Publishing, Inc., 417 Fifth Avenue, New York, NY 10016**

(Current mailing address)

**8. Conduct general business matters related to the Company's publishing business**

(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 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.*



**Ann R. Shilling, Assistant 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.**

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

**A. DIRECTORS**

Chairman: \_\_\_\_\_

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

Vice Chairman: \_\_\_\_\_

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

Director: John Turitzir

Address: Marvel Entertainment, 417 Fifth Avenue, 5th Avenue, New York, NY 10016

Director: Benjamin Dean

Address: Marvel Entertainment, 417 Fifth Avenue, 5th Avenue, New York, NY 10016

**B. OFFICERS**

President: Dan Buckley

Address: Marvel Entertainment, 417 Fifth Avenue, 5th Avenue, New York, NY 10016

Vice President: John Turitzin

Address: Marvel Entertainment, 417 Fifth Avenue, 5th Avenue, New York, NY 10016

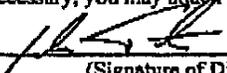
Secretary: Benjamin Dean

Address: Marvel Entertainment, 417 Fifth Avenue, 5th Avenue, New York, NY 10016

Treasurer: Kenneth P. West

Address: Marvel Entertainment, 417 Fifth Avenue, 5th Avenue, New York, NY 10016

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

13.   
(Signature of Director or Officer listed in number 12 of the application)

14. John Turitzin, Executive Vice President  
(Typed or printed name and capacity of person signing application)

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**ADDENDUM**

Question 12 B Additional Officers:

Chief Executive Officer: Alan Fine

Address: Marvel Entertainment, 417 Fifth Avenue, 5th Avenue, New York, NY 10016

Executive Vice President and Chief Financial Officer: Kenneth P. West

Address: Marvel Entertainment, 417 Fifth Avenue, 5th Avenue, New York, NY 10016

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# Delaware

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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MARVEL PUBLISHING, 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 TENTH DAY OF JANUARY, A.D. 2008.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MARVEL PUBLISHING, INC." WAS INCORPORATED ON THE THIRD DAY OF OCTOBER, A.D. 2005.

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TALLAHASSEE, FLORIDA



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You may verify this certificate online at [corp.delaware.gov/authver.asp](http://corp.delaware.gov/authver.asp)

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6301596

DATE: 01-10-08