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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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COVERLETTER

TO: New Filing Section
Division of Corporations

SUBJECT: ACCELERATION APPEARANCE COMPANY
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

SHARON ELLIOTT
(Name of Person)

TRINITY ACCOUNTING GROUP, P.C.
(Firm/Company)

P.O. BOX 1983
(Address)

ATHENS, GA 30603
(City/State and ZIP code)

For further information concerning this matter, please call:

SHARON ELLIOTT at (706) 546-1422
(Name of Person) (Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:
New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

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. ACCELERATION APPEARANCE COMPANY
(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. GEORGIA 3. 26-1755285
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 01/22/2008 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. 170 COLLEGE AVENUE, ATHENS, GA 30601
(Principal office address)

P.O. BOX 1983, ATHENS, GA 30603
(Current mailing address)

8. TO ORGANIZE, PROMOTE, & ARRANGE CONCERTS ON A WORLDWIDE BASIS BY THE GROUP "R.E.M."
(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: CT CORPORATION SYSTEM

Office Address: 1200 SOUTH PINE ISLAND ROAD
PLANTATION, Florida 33324
(City) (ZIP code)

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TALLAHASSEE, FLORIDA

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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.

Marie Edwards Marie Edwards Asst. Secretary
(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

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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B. OFFICERS

President: _____

Address: _____

Vice President: _____

Address: _____

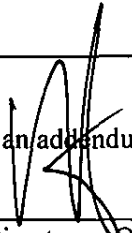
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

14. THOMAS W. SCOTT, III ASSISTANT SECRETARY
(Typed or printed name and capacity of person signing application)

LIST OF OFFICERS AND DIRECTORS

NAME: MICHAEL E. MILLS TITLE: PRESIDENT AND DIRECTOR

ADDRESS: 170 COLLEGE AVE., ATHENS, GA 30601

NAME: J. MICHAEL STIPE TITLE: SECRETARY AND DIRECTOR

ADDRESS: 170 COLLEGE AVE., ATHENS, GA 30601

NAME: PETER L. BUCK TITLE: VICE PRESIDENT AND DIRECTOR

ADDRESS: 170 COLLEGE AVE., ATHENS, GA 30601

NAME: THOMAS W. SCOTT, III TITLE: ASST SECRETARY

ADDRESS: P.O. BOX 1983, ATHENS, GA 30603

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SECRETARIAT OF STATE
TALLAHASSEE, FLORIDA

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STATE OF GEORGIA

Secretary of State

Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

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TALLAHASSEE, FLORIDA

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CERTIFICATE OF EXISTENCE

I, Karen C Handel, Secretary of State and the Corporations Commissioner of the state of Georgia, hereby certify under the seal of my office that

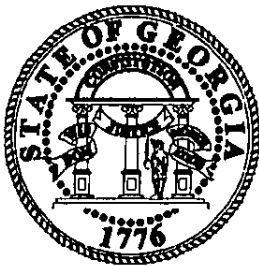
ACCELERATION APPEARANCE COMPANY

Domestic Profit Corporation

was formed or was authorized to transact business on 01/22/2008 in Georgia. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



WITNESS my hand and official seal of the City of Atlanta and the State of Georgia on 11th day of March, 2008

Karen C Handel
Secretary of State