

F 10000002227

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

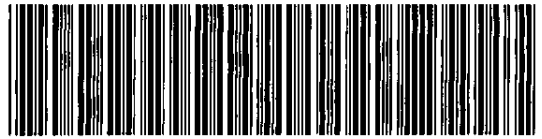
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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F.L.L.U.
SECRETARY OF STATE
DIVISION OF CORPORATION
2010 MAY 10 PM 2:19

5/12/10

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: SGW ENTERTAINMENT, INC.

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," or "Certificate of Good Standing" 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:

MICHAEL DONG

Name of Person

SEGA OF AMERICA, INC.

Firm/Company

350 RHODE ISLAND STREET, SUITE 400

Address

SAN FRANCISCO, CA 94103

City/State and Zip code

michael.dong@sega.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

MICHAEL DONG

Name of Person

at (415) 701-6000

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

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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. SGW ENTERTAINMENT, 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 3. 27-2052737
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. MARCH 5, 2010 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. APRIL 1, 2010
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 800 ARTHUR AVENUE, ELK GROVE VILLAGE, IL 60007
(Principal office address)

350 RHODE ISLAND STREET, SUITE 400, SAN FRANCISCO, CA 94103
(Current mailing address)

8. ANY AND ALL LAWFUL 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)

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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.

Jacqueline N. Casper
(Registered agent's signature)

Jacqueline N. Casper, Assistant VP

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: TATSUYUKI MIYAZAKI

Address: 1-2-12 HANEDA, OHTA-KU, TOKYO 144-8531, JAPAN

Vice Chairman: CORY HAYNES

Address: 800 ARTHUR AVENUE, ELK GROVE VILLAGE, IL 60007

Director: NAOYA TSURUMI

Address: 1-2-12 HANEDA, OHTA-KU, TOKYO 144-8531, JAPAN

Director: PAUL WILLIAMS

Address: 800 ARTHUR AVENUE, ELK GROVE VILLAGE, IL 60007

B. OFFICERS

President: CORY HAYNES

Address: 800 ARTHUR AVENUE, ELK GROVE VILLAGE, IL 60007

Vice President: TATSUYUKI MIYAZAKI

Address: 1-2-12 HANEDA, OHTA-KU, TOKYO 144-8531, JAPAN

1-2-12 HANEDA, OHTA-KU, TOKYO 144-8531, JAPAN

Secretary: LIANA LARSON

Address: 350 RHODE ISLAND STREET, SUITE 400, SAN FRANCISCO, CA 94103

Treasurer: JOHN CHENG

Address: 350 RHODE ISLAND STREET, SUITE 400, SAN FRANCISCO, CA 94103

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

Delaware

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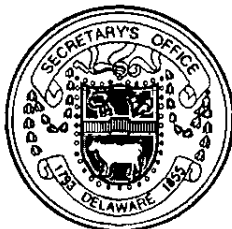
The First State


I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SGW ENTERTAINMENT, 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 FOURTEENTH DAY OF APRIL, A.D. 2010.

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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7929275

DATE: 04-14-10