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ACCOUNT NO. : 072100000032

REFERENCE : 129359 4319364

AUTHORIZATION : *Patricia Pyjunt*

COST LIMIT : \$ 70.00

ORDER DATE : October 22, 1996

ORDER TIME : 11:05 AM

ORDER NO. : 129359-015

CUSTOMER NO: 4319364

CUSTOMER: Ms. Venetia Hobson
Sony Pictures Entertainment
Sony Pictures Plaza, #1132
10202 W. Washington Boulevard
Culver City, CA 90232-3195

0000019640000000

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 24 PM 12:00

FOREIGN FILINGS

NAME: TOPANGA PRODUCTIONS, 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: Michael E. Klunk

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DIVISION OF CORPORATION

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10/24

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

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

1. Topanga Productions, 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. California 3. 95-4518413
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. February 16, 1995 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 10202 West Washington Blvd., SPP #1132
Culver City, California 90232
(Current mailing address)
8. Television Production
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: The Prentice-Hall Corporation System, Inc.

Office Address: 1201 Hays Street, Suite 105

Tallahassee, Florida, 32301
(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.

By: Karen B. Rozar
(Registered agent's signature)

Karen B. Rozar, As Agent

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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

See Exhibit A attached hereto and incorporated herein by
this reference.

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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B. OFFICERS

President: _____

Address: _____

See Exhibit A attached hereto and incorporated herein by
this reference.

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. John C. McBride, Jr., Assistant Secretary
(Typed or printed name and capacity of person signing application)

**EXHIBIT A
TOPANGA PRODUCTIONS, INC.
STATE OF FLORIDA
APPLICATION FOR CERTIFICATE OF AUTHORITY**

12. Names and addresses of officers and directors:

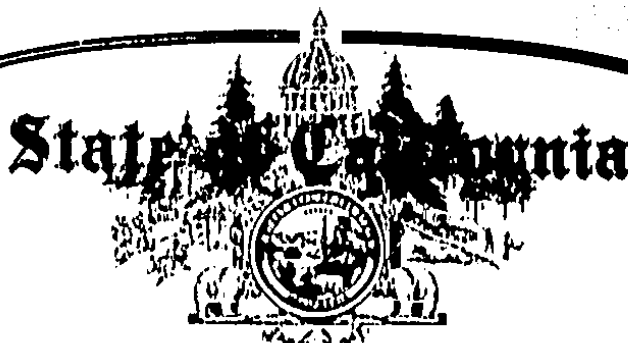
A. Directors:

Director	Edgar H. Howells, Jr.	10202 W. Washington Blvd., Culver City, CA 90232
Director	Ronald N. Jacobl	10202 W. Washington Blvd., Culver City, CA 90232
Director	Kenneth Lemberger	10202 W. Washington Blvd., Culver City, CA 90232

B. Officers:

Title	Name	Address
President	Jon Feltheimer	10202 W. Washington Blvd., Culver City, CA 90232
Senior Executive Vice President	Andrew J. Kaplan	10202 W. Washington Blvd., Culver City, CA 90232
Executive Vice President, General Counsel and Secretary	Ronald N. Jacobl	10202 W. Washington Blvd., Culver City, CA 90232
Executive Vice President and Assistant Secretary	Janet Jussim	10202 W. Washington Blvd., Culver City, CA 90232
Executive Vice President and Chief Financial Officer	Edgar H. Howells, Jr.	10202 W. Washington Blvd., Culver City, CA 90232
Executive Vice President	Kenneth S. Williams	10202 W. Washington Blvd., Culver City, CA 90232
Executive Vice President, Music	Robert E. Holmes	10202 W. Washington Blvd., Culver City, CA 90232
Senior Vice President and Assistant Secretary	Beth Berke	10202 W. Washington Blvd., Culver City, CA 90232
Senior Vice President and Assistant Secretary	Joel Grossman	10202 W. Washington Blvd., Culver City, CA 90232
Senior Vice President and Assistant Secretary	Gregory K. Boone	10202 W. Washington Blvd., Culver City, CA 90232
Vice President and Treasurer	Joseph Kraft	10202 W. Washington Blvd., Culver City, CA 90232
Vice President	Robert Moses	555 Madison Avenue, New York, NY 10022
Assistant Secretary	Vicki R. Solmon	10202 W. Washington Blvd., Culver City, CA 90232
Assistant Secretary	Robert Eichhorn	555 Madison Avenue, New York, NY 10022
Assistant Secretary	Michael Winchester	10202 W. Washington Blvd., Culver City, CA 90232
Assistant Secretary	John C. McBride, Jr.	10202 W. Washington Blvd., Culver City, CA 90232
Assistant Controller	Charles Falocetti	10202 W. Washington Blvd., Culver City, CA 90232
Assistant Treasurer	Ramona Tolan	10202 W. Washington Blvd., Culver City, CA 90232
Assistant Treasurer	Lynne R. Shulm	10202 W. Washington Blvd., Culver City, CA 90232
Assistant Treasurer - Risk Management	Janet Clausen	10202 W. Washington Blvd., Culver City, CA 90232

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 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 960603
 PH 12: 88



SECRETARY OF STATE

**CERTIFICATE OF STATUS
DOMESTIC CORPORATION**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 24 PM 12:00

I, **BILL JONES**, Secretary of State of the State of California, hereby certify:

That on the 16th day of February, 19 95,

TOPANGA PRODUCTIONS, INC.

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal of
the State of California this day of

October 23, 1996



Bill Jones

Secretary of State