



THE UNITED STATES
CORPORATION
COMPANY

E98000005329

ACCOUNT NO. : 072100000032

REFERENCE : 969188 4319364

AUTHORIZATION :

Patricia Pizant

COST LIMIT : \$ 70.00

ORDER DATE : September 21, 1998

ORDER TIME : 9:34 AM

ORDER NO. : 969188-015

CUSTOMER NO: 4319364

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

400002646924--3

FOREIGN FILINGS

NAME: SPE ADVERTISING SALES COMPANY

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Robert Turner

9/23
FILED
98 SEP 23 AM 10:19
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RECEIVED
98 SEP 23 AM 9:52
DEPARTMENT OF HEALTH
DIVISION OF CERTIFICATION
TALLAHASSEE FLORIDA

**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. SPE Advertising Sales Company
(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 3. 52-2113052
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. July 28, 1998 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. To engage in any lawful act or activity for which corporations may be organized
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
under the General Corporation Law of the State of Delaware that may also be engaged under the Florida Statutes.

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 Wehner
(Registered agent's signature)

Karen Wehner, Assistant Vice President

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: _____

B. OFFICERS

President: _____

Address: _____

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

Vice President: _____

Address: _____

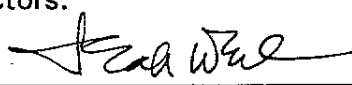
Secretary: _____

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. Leah Weil, Senior Vice President and Assistant Secretary
(Typed or printed name and capacity of person signing application)

FILED
98 SEP 23 AM 10:19
SECRETARY OF STATE
TALLAHASSEE FLORIDA

EXHIBIT A
SPE ADVERTISING SALES COMPANY
Application by Foreign Corporation for Authorization to Transact Business in Florida

FILED
98 SEP 23 AM 10:23
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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. Jacobi	10202 W. Washington Blvd., Culver City, CA 90232
Director	Beth Berke	10202 W. Washington Blvd., Culver City, CA 90232

B. Officers:

<u>Title</u>	<u>Name</u>	<u>Address</u>
President	Jon Feltheimer	10202 W. Washington Blvd., Culver City, CA 90232
Executive Vice President, General Counsel and Secretary	Ronald N. Jacobi	10202 W. Washington Blvd., Culver City, CA 90232
Executive Vice President	Michael Grindon	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
Senior Vice President and Assistant Secretary	Leah Weil	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 & Treasurer	Joseph Kraft	10202 W. Washington Blvd., Culver City, CA 90232
Vice President	Robert Moses	555 Madison Avenue, New York, NY 10022
Vice President	Larry Smith	10202 W. Washington Blvd., Culver City, CA 90232
Vice President	Lauren Cole	25 Golden Square, London, England W1R 6LU
Vice President	John B. McMahon	25 Golden Square, London, England W1R 6LU
Vice President	George Leitner	10202 W. Washington Blvd., Culver City, CA 90232
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
Controller	Charles Falcetti	10202 W. Washington Blvd., Culver City, CA 90232
Assistant Controller	Peter Halt	10202 W. Washington Blvd., Culver City, CA 90232
Assistant Treasurer	Lynne R. Shulim	10202 W. Washington Blvd., Culver City, CA 90232
Assistant Treasurer - Risk Management	Janel Clausen	10202 W. Washington Blvd., Culver City, CA 90232

State of Delaware

PAGE 1

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SPE ADVERTISING SALES COMPANY" 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 TWENTY-FIRST DAY OF SEPTEMBER, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED
98 SEP 23 AM 10:19
SECRETARY OF STATE
TALLAHASSEE FLORIDA

1847

2926137 8300

981365292



9312697
09-21-98
Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: