



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 979353 4326262

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pizzuti

ORDER DATE : September 30, 1998

ORDER TIME : 10:22 AM

ORDER NO. : 979353-115

CUSTOMER NO: 4326262

CUSTOMER: Nancy Pokojny, Esq
Zukerman Gore & Brandeis
900 Third Avenue
8th Fl.
New York, NY 10022

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT -2 AM 11:47

mtu

FOREIGN FILINGS

10/2

600002654226--0

NAME: CARIBINER AUDIO VISUAL
SERVICES, 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: Robert Maxwell

RECEIVED
98 OCT -2 AM 10:45
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
FILING

**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. Caribiner Audio Visual Services, 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. Delaware
(State or country under the law of which it is incorporated)
3. applied for
(FEF Number, if applicable)
4. September 25 1998
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon filing
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 16 West 61st Street, New York, N.Y. 10023
(Current mailing address)
8. To engage in any lawful business activities.
(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: (P.O. Box or Mail Drop Box **NOT** acceptable)
Name: Corporation Service Company
Office Address: 1201 Hays Street
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.

Corporation Service Company

By: Vicki Schreiber Asst. V.P.
(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 addresses of officers and/or directors: (Street address ONLY- P.O. Box NOT acceptable)

A. DIRECTORS (Street address only- P.O. Box NOT acceptable)

Chairman: Raymond S. Ingleby

Address: c/o Caribiner, Inc.

16 West 61st Street, New York, NY 10023

Vice Chairman: _____

Address: _____

Director: Raymond S. Ingleby

Address: c/o Caribiner, Inc.

16 West 61st Street, New York, NY 10023

Director: _____

Address: _____

B. OFFICERS (Street address only- P.O. Box NOT acceptable)

President: Raymond S. Ingleby

Address: c/o Caribiner, Inc.

16 West 61st Street, New York, NY 10023

Vice President: Robert Burlinson and Arthur Dignam

Address: c/o Caribiner, Inc.

16 West 61st Street, New York, NY 10023

Secretary: Harold E. Schwartz

Address: c/o Caribiner, Inc.

16 West 61st Street, New York, NY 10023

Treasurer: Robert Burlinson

Address: c/o Caribiner, Inc.

16 West 61st Street, New York, NY 10023

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

13. Harold E. Schwartz

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14. Harold E. Schwartz, Secretary

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

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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CARIBINER AUDIO VISUAL SERVICES, 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 THIRTIETH DAY OF SEPTEMBER, A.D. 1998.

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT -2 AM 11:47

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9330660
09-30-98
Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: