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LAW OFFICES
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April 6, 1999

Division of Corporations
Qualification/Tax Lien Section
P.O. Box 6327
Tallahassee, FL 32314

RE: Gallery Broadcasting, Inc.

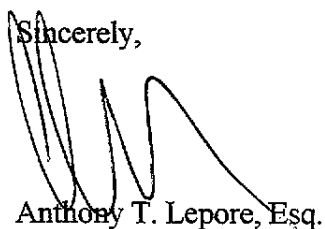
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Dear Sir or Madam:

Please find enclosed an Application by Foreign Corporation for Authorization to Transact Business in Florida, together with an original Certificate of Existence from the Delaware Secretary of State, and a check for \$87.50, representing the \$70.00 filing fee plus two (2) Certificates of Status for the above registration.

Please return the certificates of status and all other correspondence to the undersigned counsel at P.O. Box 823662, South Florida, FL 33082-3662. If you have any questions, please do not hesitate to contact me at the above number.

Sincerely,



Anthony T. Lepore, Esq.

ATL:ms

Enclosures

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**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. GALLERY BROADCASTING, 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. 52-2102093
(FEI number, if applicable)
4. May 14, 1998
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. February 24, 1999
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 3000 S.W. 60th Avenue, Fort Lauderdale, FL 33314

(Current mailing address)
8. Any and all business
(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: Carl Nelson

Office Address: 3000 S.W. 60th Avenue

Fort Lauderdale, Florida, 33314
(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.

x Carl Nelson
(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.

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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: Carl Nelson

Address: 3000 S.W. 60th Avenue
Fort Lauderdale, FL 33314

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Carl Nelson

Address: 3000 S.W. 60th Avenue
Fort Lauderdale, FL 33314

Vice President: _____

Address: _____



Secretary: Carl Nelson

Address: 3000 S.W. 60th Avenue
Fort Lauderdale, FL 33314

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. Carl Nelson, President
(Typed or printed name and capacity of person signing application)

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DIVISION OF RECORDS

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GALLERY BROADCASTING INCORPORATED" 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 TENTH DAY OF MARCH, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "GALLERY BROADCASTING INCORPORATED" WAS INCORPORATED ON THE FOURTEENTH DAY OF MAY, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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DIVISION
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Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

9620226

03-10-99