



THE UNITED STATES
CORPORATION
COMPANY

99000003779

ACCOUNT NO. : 072100000032

REFERENCE : 315238 4319364

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 70

*see attached
revised limit*

ORDER DATE : July 21, 1999

ORDER TIME : 9:59 AM

ORDER NO. : 315238-005

500002938465--3

CUSTOMER NO: 4319364

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

W99-16906

FOREIGN FILINGS

f.

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99 JUL 22 AM 10:37

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

NAME:

AXN LATIN AMERICA, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY
☒ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

99 JUL 23 PM 12:32
TALLAHASSEE, FLORIDA
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W
7/23



ACCOUNT NO. : 072100000032

REFERENCE : 315238 4319364

AUTHORIZATION :

COST LIMIT : \$ 1220

Patricia Pizot

ORDER DATE : July 21, 1999

ORDER TIME : 9:59 AM

ORDER NO. : 315238-005

CUSTOMER NO: 4319364

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

FOREIGN FILINGS

NAME: AXN LATIN AMERICA, INC.

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XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

PLEASE NOTE: THIS COVERS THE FILING FEE AND THE
PENALTY/AR FEES OWED. PLEASE CALL ME
IF YOU HAVE QUESTIONS CONCERNING THIS.
CHRISTINE - 521-0821, EXT. 1109



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 22, 1999

CHRISTINE LILlich
ATTN: CSC

SUBJECT: AXN LATIN AMERICA, INC.
Ref. Number: W99000016906

We have received your document(s) in this office, however, a copy of the document is being returned for the following:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$1,150.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a notarized affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 899A00037553

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 JUL 23 AM 10:36

**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. AXN Latin America 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. 51-0379160
(FEI number, if applicable)
4. February 20, 1998
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. April 1, 1998
(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, CA 90232
(Current mailing address)
8. Any lawful activity for which corporation may be organized under the General
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
Corporation Law of the State of Delaware and the Florida Statutes
9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: The Prentice-Hall Corporation System, Inc.

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.

By: Vivien S. Mitchell
(Registered agent's signature)
Vivien S. Mitchell, 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.

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SECRETARY OF STATE
FLORIDA

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

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

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

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

AXN Latin America Inc.

13. By: Leah Weil
(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)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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EXHIBIT A
AXN LATIN AMERICA INC.
APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA

12. Names and addresses of officers and directors:

A. Directors:

Director	Beth Berke	10202 W. Washington Blvd., Culver City, CA 90232
Director	Ronald N. Jacobi	10202 W. Washington Blvd., Culver City, CA 90232
Director	Leah Weil	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	Bedi A. Singh	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
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

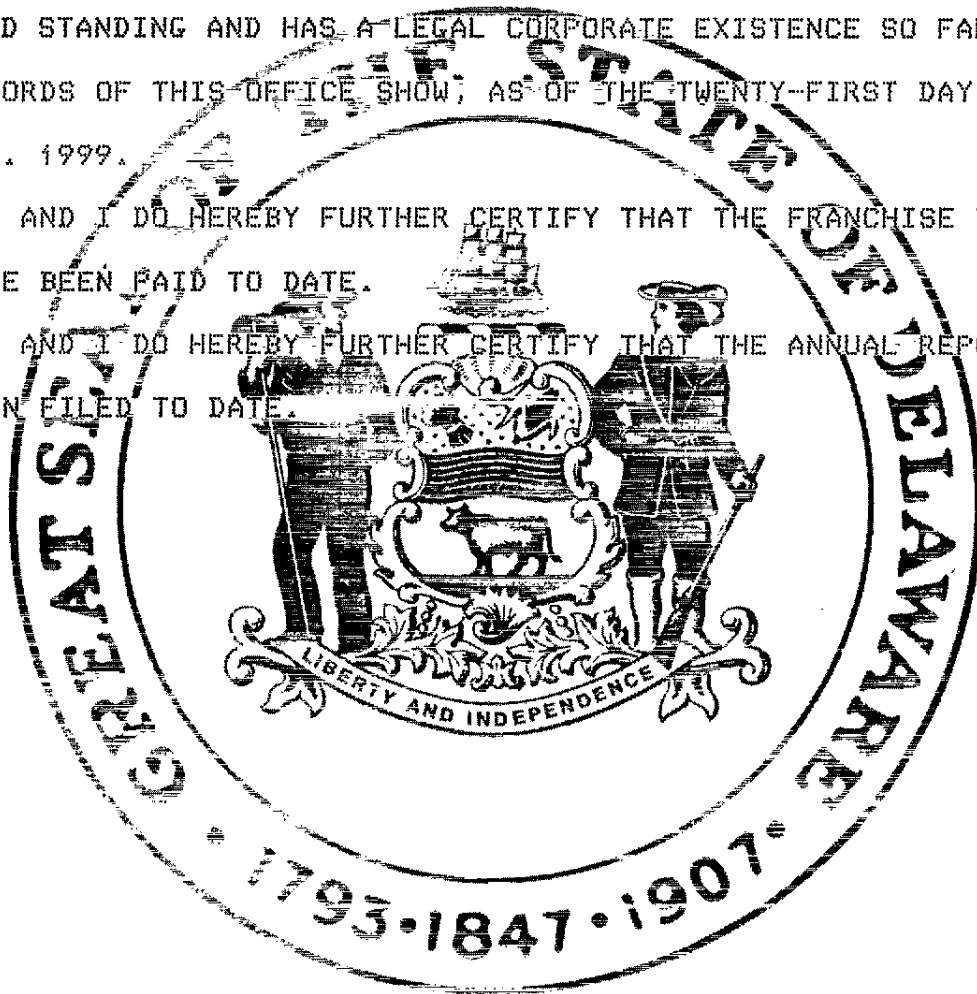
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 SECRETARY OF STATE
 TALLAHASSEE FLORIDA

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AXN LATIN AMERICA 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 TWENTY-FIRST DAY OF JULY, A.D. 1999.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.



FILED
99 JUL 23 PM 12:32
SECRETARY OF STATE
TALLAHASSEE FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9878316

DATE: 07-21-99