



L98000000878

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUN 23 AM 10:33

ACCOUNT NO. : 072100000032  
REFERENCE : 866252 4816304  
AUTHORIZATION : Patricia Pizot  
COST LIMIT : \$ ~~70.00~~ 33.10

ORDER DATE : June 23, 1998  
ORDER TIME : 11:40 AM  
ORDER NO. : 866252-005  
CUSTOMER NO: 4816304

285

000002569910--9

CUSTOMER: Ms. Mary A. Chamberlain  
Foley & Lardner  
3000 K Street, N.w.  
Ste. 500  
Washington, DC 20007

(7)

FOREIGN FILINGS

NAME: BET ART ACQUISITION II, LLC

XXXX QUALIFICATION (TYPE: LLC)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

PK  
6/23/98

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

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June 23, 1998

*Buck - Please backdate.  
Thanks - Tamara*

TAMARA ODOM  
CSC NETWORKS  
TALLAHASSEE, FL

**RESUBMIT**

Please give original  
submission date as file date.

SUBJECT: BET ART ACQUISITION II, LLC  
Ref. Number: W98000014390

We have received your document for BET ART ACQUISITION II, LLC and the authorization to debit your account in the amount of \$337.50. However, the document has not been filed and is being returned for the following:

The AFFIDAVIT indicates that property valued at \$1,850,000.00 has been contributed by the members of the company. Please attach a BRIEF DESCRIPTION of this property. Please note that the description can be VERY BRIEF.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr  
Corporate Specialist

Letter Number: 598A00034508

RECEIVED  
98 JUN 24 PM 4:09  
DIVISION OF CORPORATION

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**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:*

1. BET Art Acquisition II, LLC  
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
2. Delaware 3. \_\_\_\_\_  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. June 19, 1998 5. perpetual  
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. upon qualification  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. One BET Plaza, 1900 W Place, N.E.  
Washington, D.C. 20018-1211  
(Street address of principal office)

8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
BET Art Acquisition, LLC One BET Plaza 1900 W Place, N.E. Washington, D.C. 20018-1211	MGRM	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN  
LIMITED LIABILITY COMPANY**

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JUN 23 AM 10:33

The undersigned member or authorized representative of a member of \_\_\_\_\_


BET Art Aquisition II, LLC certifies:

- 1) the above named limited liability company has one member ;
- 2) the total amount of cash contributed by the member(s) is \$ N/A ;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 1,850,000 ;  
(A description of the property is attached and made a part hereto.)  
and
- 4) the total amount of cash and property contributed and anticipated to be contributed  
by member(s) is \$ 1,850,000 .  
(This total includes amounts from 2 and 3 above.)

BET Art Acquisition II, LLC

By: BET Art Acquisition, LLC, its sole member

By: Black Entertainment Television, Inc., its sole member



\_\_\_\_\_  
Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

BYRON F. MARCHANT Title: SECRETARY

\_\_\_\_\_  
Typed or printed name of signee

**Filing Fee: \$250.00 for Application and Affidavit**

ATTACHMENT TO AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF  
FOREIGN LIMITED LIABILITY COMPANY

The following is a description of property contributed by the members  
of the company:

Art, Copyrights, Trademarks, and related properties.

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

BET Art Acquisition -II, LLC

2. The name and the Florida street address of the registered agent and office are:

Corporation Service Company

(Name)

1201 Hays Street

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tallahasee

FL

32301

City/State/Zip

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

Deborah D. Skipper

(Signature)

**Filing Fee: \$ 35 for Designation of Registered Agent**

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State of Delaware  
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BET ART ACQUISITION II, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINETEENTH DAY OF JUNE, A.D. 1998.

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

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98 JUN 23 AM 10:33



*Edward J. Freel*

Edward J. Freel, Secretary of State

2910590 8300

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AUTHENTICATION: 9149067

DATE: 06-19-98