



M O I D O D O D I I O B

ACCOUNT NO. : 072100000032
REFERENCE : 150311 4375356
AUTHORIZATION :
COST LIMIT : \$ 1 *Patricia Pizito*

ORDER DATE : May 15, 2001
ORDER TIME : 9:56 AM
ORDER NO. : 150311-010
CUSTOMER NO: 4375356

CUSTOMER: Ms. Christina V. Lyng
Sfx Entertainment, Inc.
220 West 42nd Street
20th Floor
New York, NY 10036

700004242557--2

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

2001 MAY 17 AM 11:05

NOT RELEASED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

FOREIGN FILINGS

NAME: THE SHAGGY COMPANY, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Deborah Schroder -- EXT# 1118

EXAMINER: *DB*
5-17-01

01 MAY 17 AM 11:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
APPROVAL
AND
FILED

**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 TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. The Shaggy Company, LLC (Name of foreign limited liability company)

2. Delaware (Jurisdiction under the law of which foreign limited liability company is organized) 3. 76-0673894 (FEI number, if applicable)

4. February 15, 2001 (Date of Organization) 5. Perpetual (Duration: Year limited liability company will cease to exist or "perpetual")

6. Upon filing of this qualification (Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. _____

c/o SFX Entertainment, Inc., 220 West 42nd Street, New York, NY 10036
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here

9. The name and usual business addresses of the managing members or managers are as follows:

SFX Family Holdings, Inc. (Sole member) - 220 West 42nd Street, New York, NY 10036

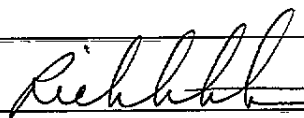
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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

APPROVED
 AND
 FILED

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction 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.)

11. Nature of business or purposes to be conducted or promoted in Florida: Promotion of Live

Entertainment



Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

SFX Family Holdings, Inc. (Sole member) By: Richard A. Liese

Typed or printed name of signee EVP & Secretary

**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:

The Shaggy Company, 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)

Tallahassee

FL

32301

City/State/Zip

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
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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 as provided for in Chapter 608, F.S..

Tabatha Miller, Asst VP

(Signature)

\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

State of Delaware
Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THE SHAGGY COMPANY, 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 FIFTEENTH DAY OF MAY, A.D. 2001.

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

APPROVED
AND
FILED

01 MAY 17 AM 11:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3357262 8300

010232139



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 1133598

DATE: 05-15-01