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Florida Department of State
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To: Division of Corporations
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From: Account Name : CORPORATE & CRIMINAL RESEARCH SERVICES
Account Number : 110450000714
Phone : (850) 222-1173
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W02-0580

FOREIGN LIMITED LIABILITY COMPANY

PHIRIS ENTERTAINMENT LLC

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 APR -4 PM 4: 38

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Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$155.00

Department of State 4/5/2002 9:24 ^D ^S PAGE 1/1 RightFAX



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 5, 2002

CORPORATE & CRIMINAL RESEARCH SERVICES

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.

SUBJECT: PHIRIS ENTERTAINMENT LLC
REF: W02000009580

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The registered agent must sign accepting the designation.

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) 245-6967.

Michelle Hodges
Document Specialist

FAX Aud. #: H02000074099
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DIVISION OF CORPORATION

PLEASE GIVE ORIGINAL SUBMISSION
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APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT 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. PHIRIS Entertainment LLC
(Name of foreign limited liability company)

2. Delaware 3. 74-3035868
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. April 3, 2002 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. April 5, 2002
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 617.155, F.S.))

7. 1183 71st Street
Miami Beach, Florida 33141
(Street address of principal office)

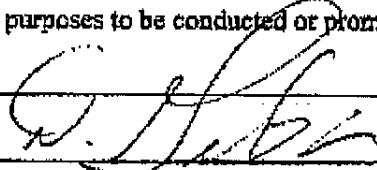
8. If limited liability company is a manager-managed company, check here

9. The name and usual business addresses of the managing members or managers are as follows:
Philip Booth, 5250 North Andrews Avenue, Ft. Lauderdale, Florida 33309
92178 Trust, 1380 Miami Gardens Drive, Miami, Florida 33179

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TALLAHASSEE, FLORIDA

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: to operate as a holding company.



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.)
Douglas Gibson

Typed or printed name of signee

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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:

PHIRIS Entertainment LLC

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

CorpDirect Agents Inc.

(Name)

103 North Meridian Street, Lower Level

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

Tallahassee

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 as provided for in Chapter 608, F.S.

Pam Wolfe

(Signature)

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

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Delaware

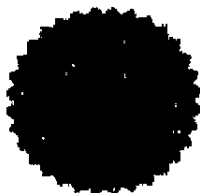
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PHIRIS ENTERTAINMENT 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 FOURTH DAY OF APRIL, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PHIRIS ENTERTAINMENT LLC" WAS FORMED ON THE THIRD DAY OF APRIL, A.D. 2002.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1703051

DATE: 04-04-02

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