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Division of Corporations

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REGISTRATION DIVISION

FOREIGN LIMITED LIABILITY COMPANY

Sparrowhawk International Channels Limited Co.

Certificate of Status	0
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TALLAHASSEE, FLORIDA  
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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. SPARROWHAWK INTERNATIONAL CHANNELS LIMITED CO. (Name of Foreign Limited Liability Company)

2. ENGLISH LAW (Jurisdiction under the law of which foreign limited liability company is organized) 3. N/A (FEI number, if applicable)

4. 6 JANUARY 2005 (Date of Organization) 5. PERPETUAL (Duration: Year limited liability company will cease to exist or "perpetual")

6. (Date first transacted business in Florida, if prior to registration.) (See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 234A KING'S ROAD, LONDON SW3 5QA UNITED KINGDOM (Street Address of Principal Office)

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

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

EDUARDO VERA, 260 CRANDON BOULEVARD, SUITE 32 - PM B77 Key Biscayne, Florida 33149

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: SALES + DISTRIBUTION OF THE TELEVISION PROGRAMMING SERVICES, CURRENTLY KNOWN AS THE HALLMARK CHANNEL

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.) ALISON CORNWELL 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:

SPRADLOUSWASK INTERNATIONAL CHANNELS LIMITED CO.

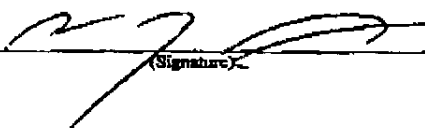
2. The name and the Florida street address of the registered agent and office are:

CT CORPORATION SYSTEM  
(Name)

1200 SOUTH PINE ISLAND ROAD, PLANTATION  
Florida Street Address (P.O. Box NOT ACCEPTABLE)

FLORIDA FL 33324  
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, Florida Statutes.*

  
(Signature)

Michael J. Mitchell  
Assistant Secretary

- \$ 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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# THE COMPANIES ACT 1985

## Company No. 5325358

The Registrar of Companies for England and Wales hereby certifies that

**SPARROWHAWK INTERNATIONAL CHANNELS LIMITED** (originally called **CABLECLOCK LIMITED** which name was changed by special resolution on 24<sup>th</sup> June 2005 to **SPARROWHAWK INTERNATIONAL CHANNELS LIMITED**) was incorporated under the Companies Act 1985 as a limited company on 6<sup>th</sup> January 2005.

The Registrar further certifies that according to the documents on the file of the company:-

- a) **ALISON MARGARET CORNWELL, DAVID KEITH ELSTEIN and DAVID HULBERT** are the directors of the company,
- b) **KEITH PORRITT** is the secretary of the company,
- c) the situation of the registered office is **234A KINGS ROAD, LONDON SW3 5UA,**
- d) the nominal share capital of the company is **US \$39,057,463** (thirty nine million, fifty seven thousand and four hundred and sixty three US dollars) divided into **39,057,463** (thirty nine million, fifty seven thousand and four hundred and sixty three) shares of **\$1** (one dollar) each, and **£1** (one pound) divided into **1** (one) share of **£1** (one pound) all of which have been issued,
- e) **RIDGEFOLDER LIMITED** is the shareholder of the company,
- f) the object of the company is to carry on business as a general commercial company.

According to the documents on the file of the company in the custody of the Registrar of Companies, the company has been in continuous and unbroken existence since the date of its incorporation.

No action is currently being taken by the Registrar of Companies for striking the company off the register and dissolving it as defunct, and as far as the Registrar is aware:-

- a) the company is not in liquidation or subject to an administration order, and
  - b) no receiver or manager of the company's property has been appointed.
- \*\*\*\*\*

Given at Companies House, Cardiff the 20th October 2005

*R. J. Davies*  
**R. J. DAVIES**  
 for the Registrar of Companies

SECRETARY OF STATE  
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*Companies House*  
 — for the record —