

M06000000653

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

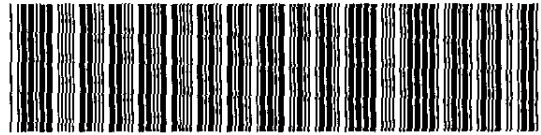
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TALLAHASSEE, FLORIDA

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2006 FEB -5 PM 0:44

10:00



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 851099 7258333
AUTHORIZATION : *[Signature]*
COST LIMIT : \$ 125.00

ORDER DATE : February 3, 2006
ORDER TIME : 4:25 PM
ORDER NO. : 851099-005
CUSTOMER NO: 7258333

2006 FEB 7 6 AM 9:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

FOREIGN FILINGS

NAME: ASCENT MEDIA CANS, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Heather Chapman -- EXT# 2908

EXAMINER: _____

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:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- 1. Ascent Media CANS, LLC
(Name of Foreign Limited Liability Company)
- 2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
- 3. N/A
(FEI number, if applicable)
- 4. January 17, 2006
(Date of Organization)
- 5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
- 6. N/A
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)
- 7. 520 Broadway, 5th Floor
Santa Monica, CA 90401
(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:

Ascent Media Holdings, Inc., Sole Member
C/O ASCENT MEDIA GROUP, INC.
5TH FLOOR 520 BROADWAY
SANTA MONICA CA 90401

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: advertising supported health news and information network

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.)
William E. Niles, Executive Vice President
Typed or printed name of signee

**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:

Ascent Media CANS, 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

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.

Corporation Service Company

By: Deborah D. Skipper

(Signature)

Deborah D. Skipper
Asst. V. Pres.

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

Delaware

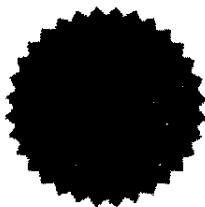
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ASCENT MEDIA CANS, 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 FIRST DAY OF FEBRUARY, A.D. 2006.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ASCENT MEDIA CANS, LLC" WAS FORMED ON THE SEVENTEENTH DAY OF JANUARY, A.D. 2006.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4491148

4094784 8300

060094336

DATE: 02-01-06