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ACCOUNT NO. : 072100000032

REFERENCE : 851120 4816304

AUTHORIZATION : Patricia Pruitt

COST LIMIT : \$ ~~305.00~~ #293.75

ORDER DATE : June 10, 1998

ORDER TIME : 2:07 PM

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ORDER NO. : 851120-015

CUSTOMER NO: 4816304

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

FOREIGN FILINGS

NAME: BET ART ACQUISITION, LLC

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 10 PM 3:21

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Andrew Cumper

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DIVISION OF CORPORATION

**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. BET Art Acquisition, 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
(Jurisdiction under the law of which foreign limited liability company is organized)
3. _____
(FEI number, if applicable)
4. June 3, 1998
(Date of Organization)
5. Perpetual
(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:
<u>Black Entertainment Television, Inc.</u>	<u>MGRM</u>	_____	_____
<u>One BET Plaza</u>		_____	
<u>1900 W Place, N.E.</u>		_____	
<u>Washington, D.C. 20018-1211</u>		_____	
_____		_____	
_____		_____	
_____		_____	
_____		_____	

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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.)

**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, 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.

Laura R. Duff

(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

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

The undersigned member or authorized representative of a member of BET Art Acquisition, LLC
_____ certifies:

- 1) the above named limited liability company has ^{one member;} ~~at least two members;~~
- 2) the total amount of cash contributed by the member(s) is \$ 1,850,000 ;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ N/A ;
(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.)

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.)

Debra Lee

Title: President & COO

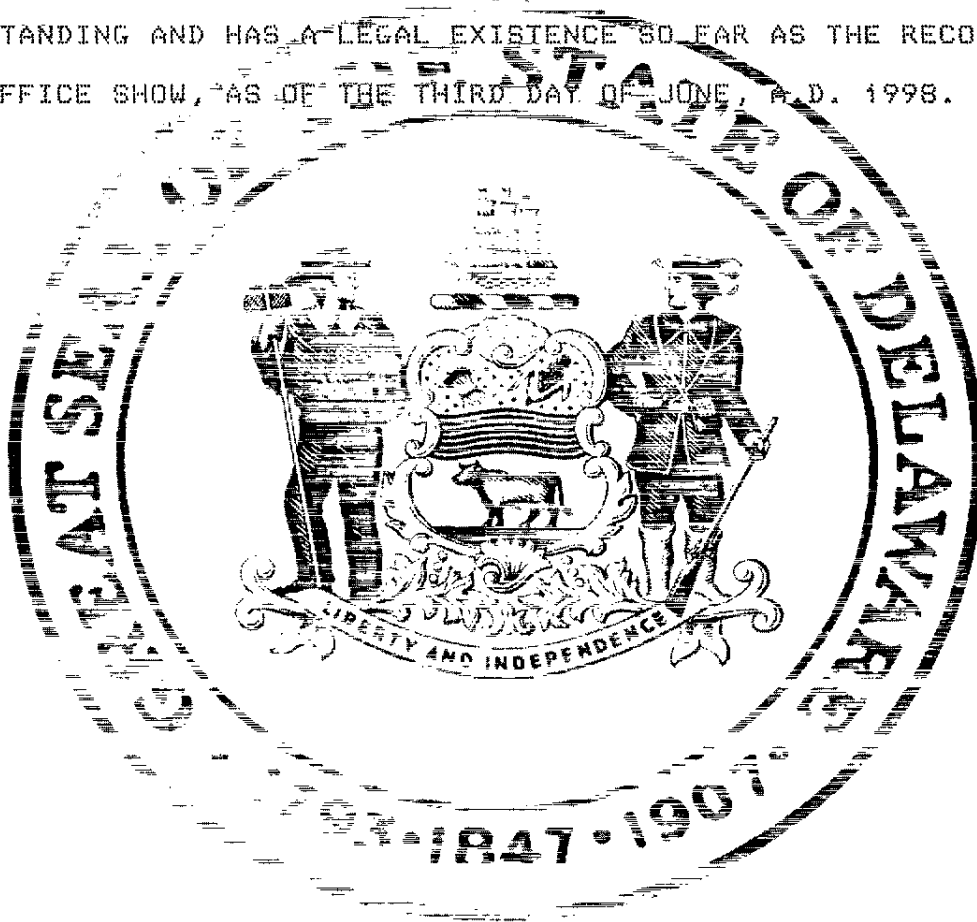
Typed or printed name of Signee

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Filing Fee: \$250.00 for Application and Affidavit

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BET ART ACQUISITION, 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 THIRD DAY OF JUNE, A.D. 1998.



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DIVISION
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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

9117823

DATE:

06-03-98