



THE UNITED STATES  
CORPORATION  
COMPANY

F98000006116

ACCOUNT NO. : 072100000032

REFERENCE : 017436 7160936

AUTHORIZATION :

COST LIMIT :

\$ 70.00

*Patricia Pizzuto*

ORDER DATE : November 2, 1998

ORDER TIME : 9:56 AM

ORDER NO. : 017436-005

CUSTOMER NO: 7160936

000002679900--7

CUSTOMER: Ms. Sandra I. Smith  
Ms. Sandra Smith  
5110 Main Street, Suite 215  
Buffalo, NY 14221

FOREIGN FILINGS

NAME: CARTWHEEL MUSIC, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Lamm

98 NOV -4 AM 10:42

RECEIVED

98 NOV -4 PM 12: 23

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

*P 11/4*

## APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE  
STATE OF FLORIDA:*

1. CARTWHEEL MUSIC, INC.  
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. DELAWARE  
(State or country under the law of which it is incorporated)
3. 98-015-4510  
(FEI number, if applicable)
4. 07/06/95  
(Date of incorporation)
5. PERPETUAL  
(Duration: Year corp. will cease to exist or "perpetual")
6. JULY 1998  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. CARTWHEEL MUSIC, INC.  
P.O. BOX 248, 203 EGGERT ROAD. BUFFALO, NY 14225  
(Current mailing address)
8. DISTRIBUTOR OF PRE-RECORDED MUSIC  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)  
Name: Corporation Service Company  
Office Address: 1201 Hays Street  
Tallahassee, Florida, 32301  
(Zip Code)

### 10. Registered agent's acceptance:

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

Corporation Service Company  
By: [Signature]  
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 NOV -4 PM 12:23

12. Names and addresses of officers and/or directors: (Street address ONLY- P.O. Box NOT acceptable)

**A. DIRECTORS (Street address only- P.O. Box NOT acceptable)**

Chairman: FRANK P. SWAIN

Address: 1260 GORHAM ST.

NEW MARKET, ONTARIO, CANADA L34 7V1

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

**B. OFFICERS (Street address only- P.O. Box NOT acceptable)**

President: FRANK P. SWAIN

Address: 1260 GORHAM ST.

NEW MARKET, ONTARIO, CANADA L34 7V1

Vice President:

Address:

Secretary: J. DUNCAN SWAIN

Address: 1260 GORHAM ST.

NEW MARKET, ONTARIO, CANADA L34 7V1

Treasurer:

Address:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 NOV - 1 PM 12: 23

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.



(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14.

FRANK P. SWAIN, PRESIDENT

(Typed or printed name and capacity of person signing application)

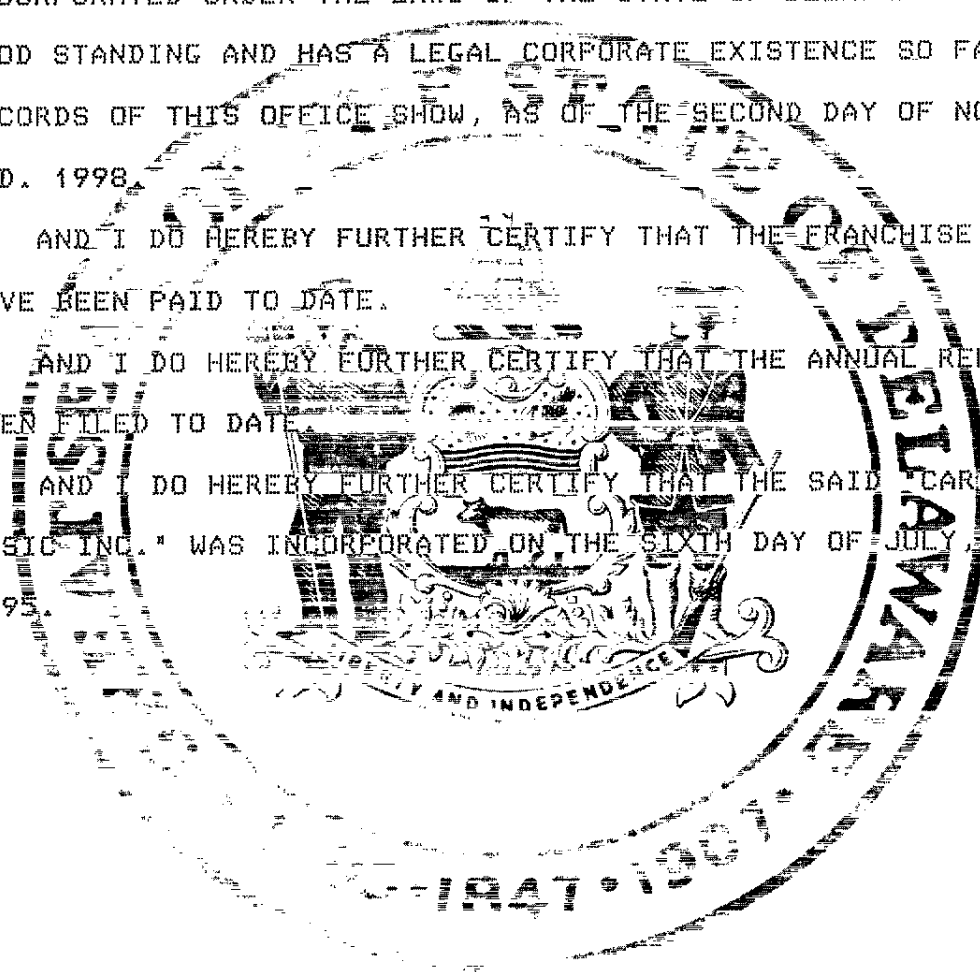
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CARTWHEEL MUSIC INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SECOND DAY OF NOVEMBER, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CARTWHEEL MUSIC INC." WAS INCORPORATED ON THE SIXTH DAY OF JULY, A.D. 1995.



FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 NOV -4 PM 12:24



*Edward J. Freel*

Edward J. Freel, Secretary of State

2522202 8300

AUTHENTICATION:

9384052

981421390

DATE:

11-02-98