



THE UNITED STATES
CORPORATION
COMPANY

FO 1000000254

ACCOUNT NO. : 072100000032

REFERENCE : 961718 4300358

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pignatelli

FILED
01 JAN 12 PM 4:45
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ALLAHAMMERS
FLORIDA

ORDER DATE : January 11, 2001

ORDER TIME : 11:02 AM

ORDER NO. : 961718-005

CUSTOMER NO: 4300358

CUSTOMER: Nick Katsanos, Esq
Carter Ledyard & Milburn
Two Wall Street

500003535605--9

New York, NY 10005-2072

FOREIGN FILINGS

NAME: BURN PRODUCTIONS, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull -- EXT# 1115

EXAMINER: _____

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1/2

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DIVISION OF CORPORATION

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA

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

01 JUN 12 PM 4:45
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SECRETARY OF STATE
FLORIDA

1. Burn Productions, 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 3. 94-3366632
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. June 9, 2000 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 3800 NE 2nd Avenue, 2nd Floor, Miami, Florida 33137
(Principal office address)

- The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the Business Corporation Act of the State of Florida, including, without limitation, to engage in the business of video, film production and photography.
8. video, film production and photography.

(Purpose(s) of corporation authorized in home state or country to be carried out in 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

(City)

(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

John S. Hoening
(Registered agent's signature)

JOHN S. HOENIGMANN - ASST VICE PRESIDENT

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.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Seth Manheimer

Address: 3800 NE 2nd Avenue, 2nd Floor

Miami, Florida 33137

Vice Chairman: Gary Manheimer

Address: 3800 NE 2nd Avenue, 2nd Floor

Miami, Florida 33137

Director: _____

Address: _____

Director: _____

Address: _____

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JUN 12 1995
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. OFFICERS

President: Seth Manheimer

Address: 3800 NE 2nd Avenue, 2nd Floor

Miami, Florida 33137

Vice President: Gary Manheimer

Address: 3800 NE 2nd Avenue

Miami, Florida 33137

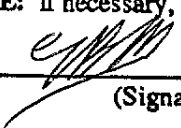
Secretary: Gary Manheimer

Address: 3800 NE 2nd Avenue, 2nd Floor, Miami, Florida 33137

Treasurer: Seth Manheimer

Address: 3800 NE 2nd Avenue, 2nd Floor, Miami, Florida 33137

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. Seth Manheimer, President
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BURN PRODUCTIONS, 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 ELEVENTH DAY OF JANUARY, A.D. 2001.

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

FILED
01 JAN 12 PM 4:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Secretary of State

3241922 8300

AUTHENTICATION: 0910420

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DATE: 01-11-01