



F00000000053

ACCOUNT NO. : 072100000032

REFERENCE : 534434 7187393

AUTHORIZATION : *Patricia Pigut*

COST LIMIT : \$ 70.00

ORDER DATE : December 30, 1999

ORDER TIME : 2:45 PM

ORDER NO. : 534434-005

100003088241--8

CUSTOMER NO: 7187393

CUSTOMER: Mr. Ed Silvera
Soul Circus, Ltd.
Suite B-5
2459 Roosevelt Highway
College Park, GA 30337

FOREIGN FILINGS

NAME: SOUL CIRCUS, LTD.

BK 1/4/00

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Tamara Odom

RECEIVED
00 JAN -4 PM 5:26
DIVISION OF CORPORATIONS

RECEIVED
00 JAN -4 PM 4:00
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**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.

1. Soul Circus, Ltd. Incorporated
(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. Illinois 3. 364133406
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 03-20-97 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. January 31, 2000
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 2459 Roosevelt Hwy Ste B5, College Park, Georgia 30337
(Current mailing address)

8. circus production
(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
(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: Michelle D. Mowry

(Registered agent's signature)

Its Authorized Representative

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 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: Cedric Walker

Address: 2459 Roosevelt Hwy, Su B-5
College Park, GA 30337

Vice Chairman: Cynthia Walker

Address: 2459 Roosevelt Hwy, Su B-5
College Park, GA 30337

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Cedric Walker

Address: 2459 Roosevelt Hwy, Su B-5
College Park, Georgia 30337

Vice President: Cynthia Walker

Address: 2459 Roosevelt Hwy, Su B-5
College Park, GA 30337

Secretary: Paula Murphy - Gaillard, V.P. Operations

Address: 2459 Roosevelt Hwy, Su B-5
College Park, GA 30337

Treasurer: Jacqueline Davis

Address: 2459 Roosevelt Hwy, Su B-5
College Park, GA, 30337

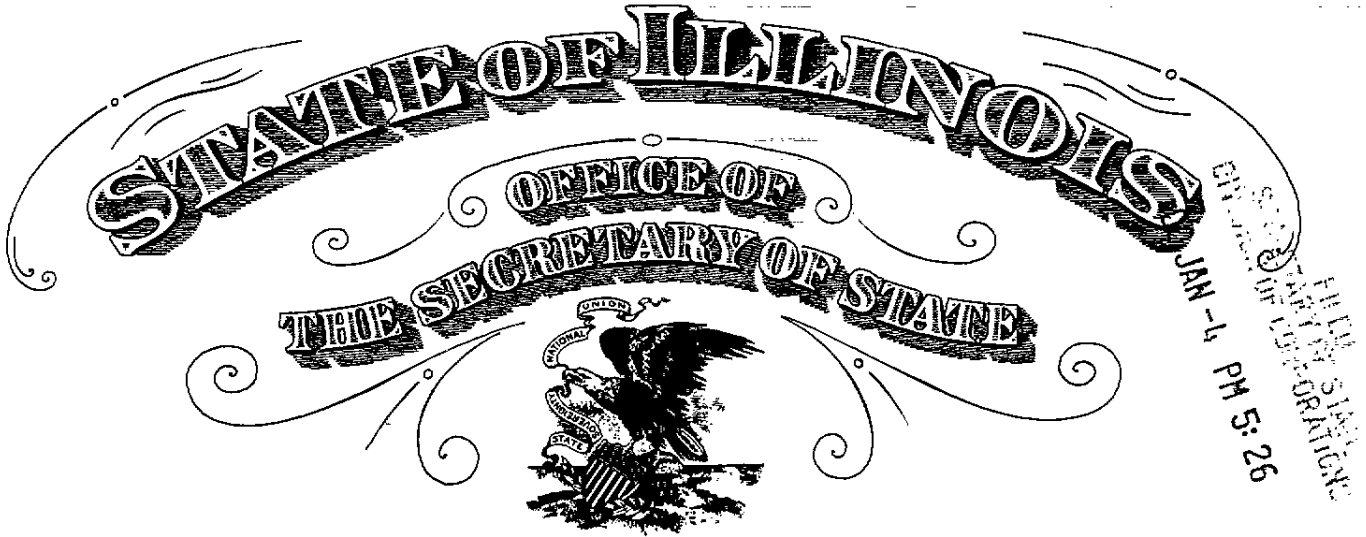
NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. De [Signature] Gaillard
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Paula Murphy Gaillard, Vice President
(Typed or printed name and capacity of person signing application)

RECEIVED
00 JAN -4 PM 5:26
STATE OF GEORGIA
JRA/ANC

File Number 5932-281-8



To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that

SOUL CIRCUS, LTD., A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE MARCH 20, 1997, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE FILING OF ANNUAL REPORTS AND PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS***

In Testimony Whereof, I, hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this 30TH *day of* DECEMBER A.D. 1999.



Jesse White

SECRETARY OF STATE