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TRANSMITTAL LETTER

TO: Qualification/Registration Section
Division of Corporations

SUBJECT: CROWING ROOSTER ARTS, INC
(Name of Corporation)

Dear Sir or Madam:

The enclosed "Application by Foreign Not for Profit Corporation for Authorization to Conduct its Affairs in Florida", "Certificate of Existence", and check are submitted to register the above referenced not for profit corporation to conduct its affairs in Florida.

Please return all correspondence concerning this matter to the following:

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-01/19/00--01017--012
*****78.75 *****78.75

JOANNE SPADARO
(Name of Person)

CROWING ROOSTER ARTS, INC
(Firm/Company)

180 WEST BROADWAY - RM 302
(Address)

NEW YORK, NY 10013
(City, State and Zip Code)

For further information concerning this matter, please call:

JOHN BUCHHEIT at 212-605-3127
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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JAN 23
PM 2:23
TALLAHASSEE, FL
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Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN FLORIDA

IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN THE STATE OF FLORIDA:

1. CROWING ROOSTER ARTS, INC.

(Name of corporation: must include the word "INCORPORATED" or "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. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.)

2. NEW YORK 3. 13-3693565
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. NEW YORK 5. PERPETUAL
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 1/1/2000
(Date corporation first conducted Affairs in Florida - See sections 617.1501, 617.1502, and 817.155, F.S.)

7. 180 WEST BROADWAY - Rm 302
NEW YORK NY 10013
(Current mailing address)

8. EDUCATIONAL FILMS PRODUCED & SHOWN TO WORLDWIDE AUDIENCE
(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:

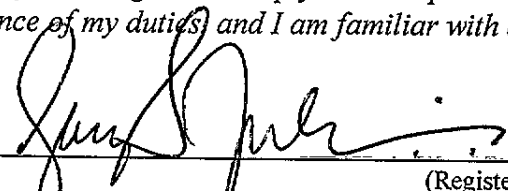
GARY SANON-JULES (manager)
(Name)

TAP TAP RESTAURANT 819 5TH STREET
(Office address)

MIAMI BEACH, Florida, 33139
(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.


(Registered agent's signature)

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MARIETTA, FLORIDA

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: KATHARINE KEAN

Address: c/o CROWING ROOSTER ARTS
180 WEST BROADWAY, NEW YORK, NY 10013

Vice Chairman: _____

Address: _____

Director: DAVID BELLE

Address: 180 WEST BROADWAY RM 302, NEW YORK, NY 10013
REMSEN BURG, NY 11960

Director: ALBERT MAYSLES

Address: ONE WEST 72ND STREET
NEW YORK, NY

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

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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NEW YORK

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

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

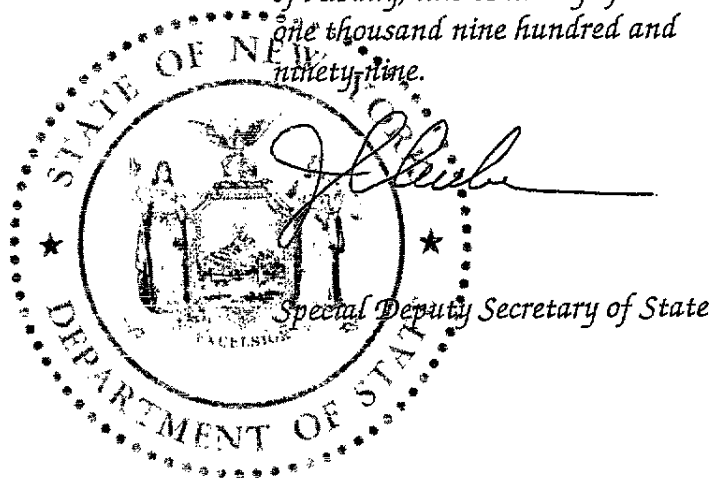
KATHARINE KEAN

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

State of New York } ss:
Department of State

I hereby certify, that the certificate of incorporation of CROWING ROOSTER ARTS, INC. was filed on 07/06/1992, as a Not-for-Profit corporation and that a diligent examination has been made of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 09th day of December
one thousand nine hundred and
ninety-nine.



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