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Tallahassee, FL 32301
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Corporation(s) Name

K-tel Online Inc.

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SECRETARY OF CORPORATIONS
MAR 20 PM 2:07

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution	<input type="checkbox"/> Mark
<input type="checkbox"/> LLC		
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Reservation	<input type="checkbox"/> Ch. RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
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Melanie Strickland

Thank You!

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MAR 20 AM 11:35

3K
3/20/00

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: K-tel Online, Inc.
(Name of corporation - must include suffix)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR 20 PM 2:07

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Melissa S. Tveit
(Name of Person)

Briggs and Morgan, P.A.
(Firm/Company)

2400 IDS Center - 80 South Eighth Street
(Address)

Minneapolis, MN 55402
(City/State/Zip)

Should you need to call someone concerning this matter, please call:

Melissa Tveit at (612) 334-8628
(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

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 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.

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1. K-tel Online, 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. Minnesota

(State or country under the law of which it is incorporated)

3. 41-1906304

(FEI number, if applicable)

4. April 16, 1998

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Date of Filing Application for Authorization to Transact Business in Florida

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 2605 Fernbrook Lane North

Plymouth, MN 55447

(Current mailing address)

8. Wholesale and direct response marketing and distribution of entertainment
and consumer convenience products

(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: C T Corporation

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324
(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.

C T Corporation

By: Michèle R. Justesen, Asst. Secy.

(Registered agent's signature)

Michèle R. Justesen, Asst. Secy.

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: Philip Kives

Address: 220 Saulteaux Crescent

Winnipeg, Manitoba R3J3W3

~~Director~~
Vice Chairman: Herbert Davis

Address: 601 West 5th Street, Suite 800

Los Angeles, CA 90071

Director: Lawrence Kieves

Address: 16 Hudson Street, #5B

New York, NY 10013

Director: David Wolinsky

Address: 800-444 St Mary Avenue

Winnipeg, Manitoba R3C3T1

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

President: Ken Ownstad

Address: 2605 Fernbrook Lane North

Plymouth, MN 55447

Vice President: Steven Kahn

Address: 2605 Fernbrook Lane North

Plymouth, MN 55447

Secretary: Dennis Ward

Address: 220 Saulteaux Crescent

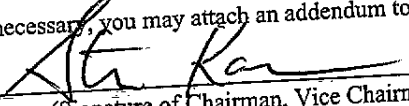
Winnipeg, Manitoba R3J3W3

Treasurer: Steven Kahn

Address: 2605 Fernbrook North

Plymouth, MN 55447

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. Steven Kahn, Vice President and Chief Financial Officer
(Typed or printed name and capacity of person signing application)

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ADDENDUM

K-TEL INTERNATIONAL, INC.

ADDITIONAL DIRECTORS:

Jay William Smalley
224-4th Street
Del Mar, CA 92014

Dennis Ward
220 Saulteaux Crescent
Winnipeg, Manitoba R3J3W3

ADDITIONAL OFFICER:

Jeffrey Koblick
2905 Fernbrook Lane North
Plymouth, MN 55447

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State of Minnesota

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Certificate of Good Standing

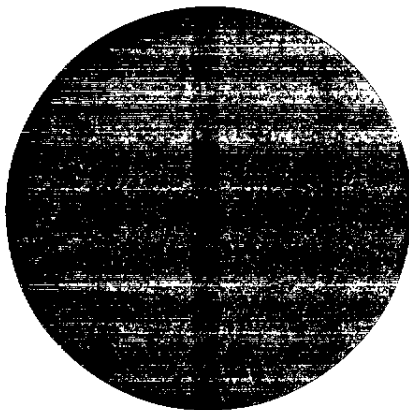
I, Mary Kiffmeyer, Secretary of State of Minnesota, do certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that the corporation is governed by the chapter of Minnesota Statutes listed below; and that this corporation is authorized to do business as a corporation at the time this certificate is issued.

Name: K-TEL ONLINE, INC.

Date Formed: 04/16/1998

Chapter Governed By: 302A

This certificate has been issued on 03/16/00.



Mary Kiffmeyer
Secretary of State.