



F00000001749

ACCOUNT NO. : 072100000032
 REFERENCE : 625067 4339006
 AUTHORIZATION :
 COST LIMIT : \$ PPD

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 00 MAR 29 PM 6:17

ORDER DATE : March 15, 2000
 ORDER TIME : 2:52 PM
 ORDER NO. : 625067-010
 CUSTOMER NO: 4339006

File list

CUSTOMER: Ms. Jennifer Harper
 Bertelsmann Inc.
 1540 Broadway
 24th Floor
 New York, NY 100364098

200003189052--6
 -03/30/00--01006--001
 *****70.00 *****70.00

FOREIGN FILINGS

200003189052--6
 -03/30/00--01006--002
 ***4615.00 ***4615.00

NAME: CAREERS-BMG MUSIC PUBLISHING,
 INC.

XXXX QUALIFICATION (TYPE: CO)

myk 3/29

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Tamara Odom

RECEIVED
 00 MAR 29 PM 3:53
 DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 00 MAR 29 PM 6:17

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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR 29 PM 6:17

1. CAREERS-BMG MUSIC PUBLISHING, 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. NY 3. 13-2852310
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 2/20/1976 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 1/1/1996
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. c/o Bertelsmann, Inc., 1540 Broadway, 24th Floor
New York, NY 10036
(Current mailing address)

8. To engage in music publishing and any lawful act or activity for which a corporation may be organized under New York Business Corporation Law.
(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: [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.

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: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR 29 PM 6: 17

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

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

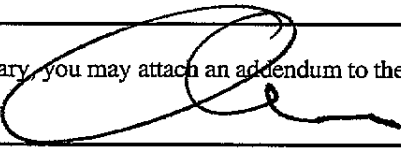
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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. Stanley H. Schneider, Secretary
(Typed or printed name and capacity of person signing application)

Directors, Officers Report

CAREERS-BMG MUSIC PUBLISHING, INC.

Friday, March 10, 2000

DIRECTORS

Nicholas Firth **Director**
Primary Address: c/o BMG Entertainment
1540 Broadway
New York, NY 10036 USA

LaVerne Evans **Director**
Primary Address: c/o BMG Entertainment
1540 Broadway
New York, NY 10036 USA

Strauss Zelnick **Director**
Primary Address: c/o BMG Entertainment
1540 Broadway
New York, NY 10036 USA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR 29 PM 6:17

OFFICERS

Strauss Zelnick **Chairman of the Board**
Primary Address: c/o BMG Entertainment
1540 Broadway
New York, NY 10036 USA

Nicholas Firth **President**
Primary Address: c/o BMG Entertainment
1540 Broadway
New York, NY 10036 USA

Danny Strick **Senior Vice President**
Primary Address: c/o BMG Music Publishing
8750 Wilshire Boulevard
Beverly Hills, CA 90211-2713 USA

Carol Lipkin **Vice President and Treasurer**
Primary Address: c/o BMG Entertainment
1540 Broadway
New York, NY 10036 USA

Robert J. Sorrentino **Vice President, Taxes**
Primary Address: c/o Bertelsmann, Inc.
1540 Broadway
New York, NY 10036 USA

Stanley H. Schneider **Secretary**
Primary Address: c/o BMG Entertainment
1540 Broadway
New York, NY 10036 USA

State of New York } ss:
Department of State

I hereby certify, that the Certificate of Incorporation of CAREERS-BMG MUSIC PUBLISHING, INC. was filed on 02/20/1976, under the name of CAREER MUSIC INC., with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with 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.

A Certificate of Amendment CAREER MUSIC INC., changing its name to CAREERS MUSIC INC., was filed 03/30/1976.

A Certificate of Amendment CAREERS MUSIC INC., changing its name to CAREERS-BMG MUSIC PUBLISHING, INC., was filed 01/28/1991.

The Biennial Statement is past due.



Witness my hand and the official seal of the Department of State at the City of Albany, this 14th day of March two thousand.

A handwritten signature in cursive script, appearing to read "J. Leub", written in black ink.

Special Deputy Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR 29 PM 6: 17