

STONEBURNER BERRY & GOLDMAN, P.A.

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Jacksonville, Florida 32202

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FOOOOOOO1941

Nathan D. Goldman

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February 28, 2000

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

900003151719--7
-02/29/00-01066--011
122.50 *78.75

Re: The Metropolitan Entertainment Co., Inc.
Authorization to do Business in the State of Florida

Dear Sir or Madam:

Enclosed please find an Application for the Registration of a Foreign Corporate Name and Designation of Registered Agent and Registered Office for Alien Business Organization or Foreign Corporation. I have also enclosed my firm check in the amount of \$122.50 in payment of the filing fees for these documents. Once these documents have been filed, please send the letter of acknowledgement to me at the above address.

Should you have any questions concerning this matter or need any additional information, please contact me at 904-354-8888, extension 19. Thank you for your assistance with this matter.

Very truly yours,

Nathan D. Goldman

Nathan D. Goldman

NDG/swc
Enclosures

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~~115881~~

FILED
00 APR - 7 AM 8:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 3, 2000

NATHAN D. GOLDMAN
STONEBURNER BERRY & GOLDMAN, P.A.
225 WATER ST., STE. 2050
JACKSONVILLE, FL 32202

SUBJECT: THE METROPOLITAN ENTERTAINMENT COMPANY, INC.
Ref. Number: W00000005851

We have received your document for THE METROPOLITAN ENTERTAINMENT COMPANY, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The forms you submitted are not the proper forms to qualify a foreign corporation to transact business in Florida. Please complete the enclosed forms and return them to the address listed below.

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6025.

Trevor Brumbley
Document Specialist

Letter Number: 900A00012075

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 APR -7 AM 8:11

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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. The Metropolitan Entertainment Co., 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. New Jersey
(State & county under the law of which it is incorporated)
3. 22-1968974
(FEI number, if applicable)
4. September 17, 1971
(Date of incorporation)
5. perpetual
(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. a. 2 Penn Plaza, 26th Floor, New York, NY 10121-0032
(Principal office address)
- b. 2 Penn Plaza, 26th Floor, New York, NY 10121-0032
(Current mailing address)
8. Promotion and presentation of live entertainment
(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: Nathan D. Goldman
Office Address: 225 Water St., Suite 2050
Jacksonville, Florida 32202
(Zip code)

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00 APR - 7 AM 8:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

Nathan D. Goldman
(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 business addresses of officers and/or directors:

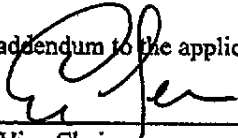
A. DIRECTORS

Chairman: John ScherAddress: 2 Penn Plaza, 26th Floor, New York, NY 10121-0032Vice Chairman: Amy Polan ClarkeAddress: 7 North Mountain Ave., Montclair, NJ 07042-1840Director: R. Richard AblonAddress: 2 Penn Plaza, 26th Floor, New York, NY 10121-0032Director: Peter AllenAddress: 2 Penn Plaza, 26th Floor, New York, NY 10121-0032

B. OFFICERS

President: John ScherAddress: 2 Penn Plaza, 26th Floor, New York, NY 10121-0032Vice President: Eric M. LevineAddress: 2 Penn Plaza, 26th Floor, New York, NY 10121-0032Secretary: Amy Polan ClarkeAddress: 7 North Mountain Ave., Montclair, NJ 07042-1840Treasurer: Joe PolackAddress: 7 North Mountain Ave., Montclair, NJ 07042-1840FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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. ERIC M. LEVINE
(Typed or printed name and capacity of person signing application)

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

THE METROPOLITAN ENTERTAINMENT CO., INC.

With the Previous or Alternate Name

THE METROPOLITAN ENTERTAINMENT, INC.

*I, the Treasurer of the State of New Jersey,
do hereby certify that the above-named
New Jersey Domestic Profit Corporation was
registered by this office on September 17, 1971.*

*As of the date of this certificate, said business
continues as an active business in good standing
in the State of New Jersey, and its Annual Reports
are current.*

*I further certify that the registered agent and
registered office are:*

*The Prentice Hall Corp Sys
830 Bear Tavern Re
W Trenton, NJ 08628*

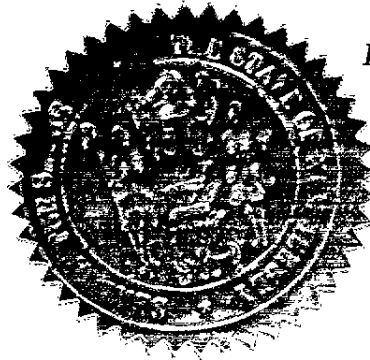
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STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

THE METROPOLITAN ENTERTAINMENT CO., INC.

With the Previous or Alternate Name

THE METROPOLITAN ENTERTAINMENT, INC.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
28th day of March, 2000

Roland M Machold

Roland M Machold
Treasurer