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ACCOUNT NO. : 072100000032

REFERENCE : 753150 4729406

AUTHORIZATION :

Patricia Pizuto

COST LIMIT : \$ 87.50

ORDER DATE : July 3, 2000

MJH

ORDER TIME : 1:05 PM

ORDER NO. : 753150-055

500003317525-13

CUSTOMER NO: 4729406

CUSTOMER: Mr. Michael Borchlewicz
Sherman & Howard
Suite 3000
633 17th St.
Denver, CO 80202

FOREIGN FILINGS

NAME: DMX MUSIC, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL -7 AM 10:24

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

XX CERTIFICATE OF GOOD STANDING

~~***FILE 2ND***~~

CONTACT PERSON: Tamara Odom

RECEIVED
00 JUL -7 PM 4:50
DEPT. 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. DMX Music, 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. Delaware 3. 84-1519256
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. August 10, 1998 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. April 30, 2000*
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. c/o Liberty Media Corporation
9197 South Peoria Street, Englewood, CO 80112
(Current mailing address)
8. To engage in any lawful act or activity for which corporations may be organized.
(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: The Prentice-Hall Corporation System, Inc.
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.

By: Wich Subac
(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)

*This is the date Company converted from LLC to corporation. Company has been qualified, and has previously done business, as an LLC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
90 JUL -7 AM 10:24

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

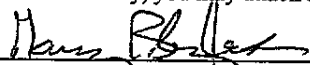
Secretary: _____

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. Gabe Bartlock VP
(Typed or printed name and capacity of person signing application)

Officers/Directors Rider
DMX Music, Inc.

Officers

<u>Name & Title</u>	<u>Business & Mailing Address</u>
Lon A. Troxel, President & Chief Executive Officer	c/o Liberty Media Corporation 9197 South Peoria Street, Englewood, CO 80112
Mark D. Rozells, Chief Financial Officer, Executive Vice President, Treasurer & Secretary	c/o Liberty Media Corporation 9197 South Peoria Street, Englewood, CO 80112
Gary Blaylock, Vice President	c/o Liberty Media Corporation 9197 South Peoria Street, Englewood, CO 80112
David B. Koff, Vice President & Assistant Secretary	c/o Liberty Media Corporation 9197 South Peoria Street, Englewood, CO 80112
Charles Y. Tanabe, Vice President & Assistant Secretary	c/o Liberty Media Corporation 9197 South Peoria Street, Englewood, CO 80112

Directors

<u>Name</u>	<u>Business & Mailing Address</u>
Robert R. Bennett	c/o Liberty Media Corporation 9197 South Peoria Street, Englewood, CO 80112
David B. Koff	c/o Liberty Media Corporation 9197 South Peoria Street, Englewood, CO 80112
Lee Masters	c/o Liberty Media Corporation 9197 South Peoria Street, Englewood, CO 80112
Lon A. Troxel	c/o Liberty Media Corporation 9197 South Peoria Street, Englewood, CO 80112

State of Delaware

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DMX MUSIC, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTH DAY OF JULY, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



Edward J. Freel

Edward J. Freel, Secretary of State

2932073 8300

001338360

AUTHENTICATION:

0538058

DATE:

07-05-00