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CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
850-222-1092

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Corporation(s) Name

SFX Family Entertainment International, Inc

00 AUG -2 PM 3:21
STATE OF FLORIDA
DIVISION OF CORPORATIONS
FILED

<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
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> XXX Walk in	<input type="checkbox"/> XXX Pick-up	<input type="checkbox"/> Will Wait

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AUG -2

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Melanie Strickland

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Thank You!

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8/2

**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.*

00406-2 PM 3:27
SECRETARY OF STATE
DIVISION OF CORPORATIONS

1. SFX Family Entertainment International, 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. 13-4094903
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 12/23/99 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 1/4/00
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 650 Madison Avenue, New York, NY 10022

(Current mailing address)

8. To engage in any lawful act or activity for which a corporation may be organized under the 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: C T Corporation System


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 System


(Registered agent's signature)

Hillary A. England
Assistant Secretary

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)

STATE OF NEW YORK
DIVISION OF CORPORATIONS
00 AUG -2 PM 3:27

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

Chairman: Robert F. X. Silberman

Address: 650 Madison Avenue, New York, NY 10022

Vice Chairman: _____

Address: _____

Director: Michael Ferrel

Address: 650 Madison Avenue, New York, NY 10022

Director: Howard Tytel,

Address: 650 Madison Avenue, New York, NY 10022

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

President: Michael Ferrel

Address: 650 Madison Avenue, New York, NY 10022

Vice President: Richard A. Liese

Address: 650 Madison Avenue, New York, NY 10022

Secretary: Howard Tytel

Address: 650 Madison Avenue, New York, NY 10022

Treasurer: Thomas Benson,

Address: 650 Madison Avenue, New York, NY 10022

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

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

14. Thomas Benson - CFO & Treasurer
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG -2 PM 3:27

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SFX FAMILY ENTERTAINMENT INTERNATIONAL, 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 FIRST DAY OF AUGUST, A.D. 2000.

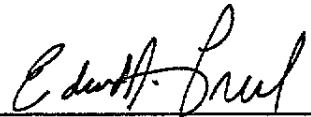
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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



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Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

0594047

08-01-00