



# F00000004972

ACCOUNT NO. : 072100000032

REFERENCE : 819014 4809298

AUTHORIZATION :

*Patricia Pajaro*

COST LIMIT : \$ 87.50

FILED  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
00 SEP -5 PM 1:14

ORDER DATE : September 1, 2000

ORDER TIME : 9:39 AM

ORDER NO. : 819014-005

CUSTOMER NO: 4809298

CUSTOMER: Ms. Margaret Chow  
Riker, Danzig, Scherer, Hyland  
Headquarters Plaza II  
One Speedwell Avenue  
Morristown, NJ 07962-1981

500003381305--1

FOREIGN FILINGS

NAME: MUSIC.COM MAGAZINE, INC.

XXXX QUALIFICATION (TYPE: CO)

*5*

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight EXT: 1156

RECEIVED  
00 SEP -5 AM 10:44  
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DIVISION OF CORPORATIONS

*Byc 9/5*

**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. MUSIC.COM MAGAZINE, 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

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

3. 65-1032002

(FEI number, if applicable)

4. MARCH 10, 2000

(Date of incorporation)

5. PERPETUAL

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

6. UPON QUALIFICATION

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

2650 MILITARY TRAIL SUITE 140

7. FOUNTAIN SQUARE II

BOCA RATON, FLORIDA 33431

(Current mailing address)

8. Conduct, promote and engage in any lawful business

(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: Michael Fagien  
MUSIC.COM MAGAZINE, INC.

2650 MILITARY TRAIL SUITE 140

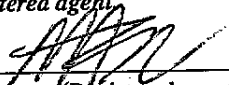
Office Address: FOUNTAIN SQUARE II

BOCA RATON, Florida, 33431

(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.*

  
(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: \_\_\_\_\_

**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. Michael Fagien, President  
(Typed or printed name and capacity of person signing application)

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DIVISION OF CORPORATIONS  
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RIDER

**DIRECTORS AND OFFICERS OF MUSIC.COM MAGAZINE, INC.**

**A. DIRECTORS**

Michael Burton  
Music Semiconductors Corporation  
10203 Atterbury Court  
Orlando, FL 32827

Theresa Czarnecki  
c/o Music.com, Inc.  
8 West 38<sup>th</sup> Street  
New York, NY 10018

Philippe Bellosguardo  
c/o Music.com, Inc.  
8 West 38<sup>th</sup> Street  
New York, NY 10018

Lori Fagien  
c/o Milor Entertainment Group  
2650 Military Trail, Suite 140  
Fountain Square II  
Boca Raton, FL 33431

Michael Fagien  
c/o Milor Entertainment Group  
2650 Military Trail, Suite 140  
Fountain Square II  
Boca Raton, FL 33431

**B. OFFICERS**

Michael Fagien - President  
c/o Milor Entertainment Group  
2650 Military Trail, Suite 140  
Fountain Square II  
Boca Raton, FL 33431

Lori Fagien - Secretary and Treasurer  
c/o Milor Entertainment Group  
2650 Military Trail, Suite 140  
Fountain Square II  
Boca Raton, FL 33431

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*State of Delaware*  
*Office of the Secretary of State*

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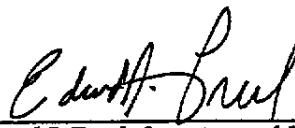
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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MUSIC.COM MAGAZINE, INC." IS DULY INCORPORATED UNDER THE LAWS OF 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 SEVENTEENTH DAY OF AUGUST, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



  
Edward J. Freel, Secretary of State

3192470 8300

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AUTHENTICATION: 0625353

DATE: 08-17-00