



THE UNITED STATES
CORPORATION
COMPANY

F00000005566

ACCOUNT NO. : 072100000032

REFERENCE : 851132 4809298

AUTHORIZATION : *Patricia Piggett*

COST LIMIT : \$ 87.50

ORDER DATE : October 3, 2000

ORDER TIME : 9:40 AM

8000003414039--3

ORDER NO. : 851132-005

CUSTOMER NO: 4809298

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

FOREIGN FILINGS

NAME: MUSIC CORPORATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight EXT: 1156

FILED
00 OCT -4 PM 6:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
00 OCT -4 AM 9:58
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
00 OCT -4 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BIC 10/4

**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. MUSIC CORPORATION

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION",
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. CANLUBANG, LAGUNA, PHILIPPINES

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

3. _____

(FEI number, if applicable)

4. January 29, 1992

(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.)

7. LOT 8, PHASE IIB, SEPZ I

CARMEIRAY INDUSTRIAL PARK

CANLUBANG, LAGUNA, PHILIPPINES 4028

(Current mailing address)

To invest, directly or indirectly, in companies or activities which are
engaged in the technology industry including networking, telecommunications
and the internet.

8. _____

(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: Rabatta Fiorelli Asst VP
(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 RIDER

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: SEE ATTACHED 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 Burton, President:
(Typed or printed name and capacity of person signing application)

FILED
OCT - 4 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RIDER

DIRECTORS AND OFFICERS OF MUSIC CORPORATION

A. DIRECTORS

1. Bart van Hedel – Chairman of the Board
2. Michael Burton
3. Jimmy S. Soo
4. Ceferino L. Follosco
5. Vicente I. Singian, Jr.
6. Eduardo M. Villanueva
7. Donn P.T. Lee

FILED
OCT -14 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Each Director has an address at:

Music Corporation
Lot 8 Phase IIB
Special Export Processing Zone 1
Carmelray Industrial Park
Canlubang, Laguna, Philippines 4028

B. OFFICERS

1. Michael Burton – President and Chief Finance Officer
2. David Trevor Cutler – Vice President for Operations
3. Jimmy S. Soo – Secretary
4. Juan B. Custodio – Director for Quality Assurance
5. Alexander Ignacio – Director for Planning and Logistics
6. Manolito Dayuta -- Controller

Each officer has an address at:

Music Corporation
Lot 8 Phase IIB
Special Export Processing Zone 1
Carmelray Industrial Park
Canlubang, Laguna, Philippines 4028



PHILIPPINE STOCK EXCHANGE, INC.

00 OCT -4 PM 3:00
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF GOOD STANDING

This is to certify that as of date hereof, Music Corporation is in compliance with the Full Disclosure Rules and the Continuing Listing Requirements of the Philippine Stock Exchange, Inc.

This certification is being issued upon the request of Music Corporation for whatever legal purpose it may serve.

September 14, 2000, City of Pasig, Metro Manila, Philippines.


RAMON T. GARCIA
President

PRINCIPAL OFFICE:

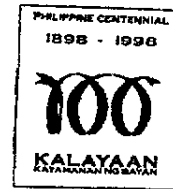
Phil. Stock Exchange Centre, Exchange Road
Ortigas Center, Pasig City, Metro Manila
Tels.: 636-0122 to 41 • Fax Nos.: (632) 634-5113/5920

CENTRAL CLEARING AND DEPOSITORY:

Phil. Stock Exchange Plaza - Ayala Triangle
Ayala Avenue, Makati City, Metro Manila
Tels.: 891-9001 to 03 • Fax Nos.: (632) 891-9004/9021



REPUBLIC OF THE PHILIPPINES
DEPARTMENT OF FINANCE
SECURITIES AND EXCHANGE COMMISSION
SEC Building, EDSA, Greenhills
City of Mandaluyong, Metro Manila



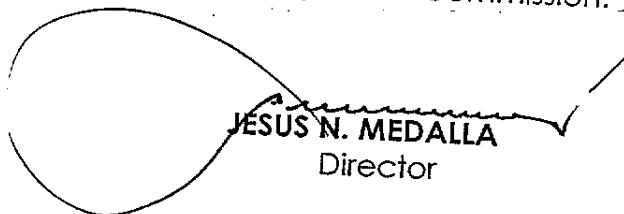
CERTIFICATE OF GOOD STANDING

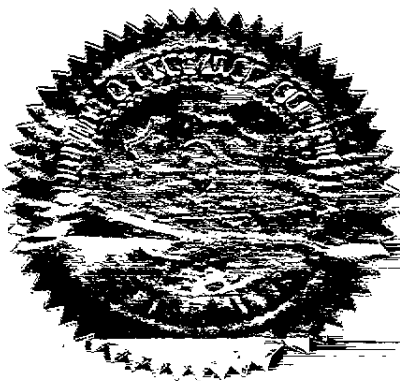
I hereby certify that according to our records **MUSIC CORPORATION (FORMERLY: MUSIC SEMICONDUCTORS CORPORATION)** with Reg. No. **ASO92000589** has no pending case before the Securities and Exchange Commission nor has the Commission received any information derogatory to the good standing of said corporation that would prevent from conducting its normal corporate franchise.

FILED
OCT - 4 PM 3:00
OFFICE OF THE
CLERK OF THE
SECURITIES AND
EXCHANGE COMMISSION
MANILA

IN WITNESS WHEREOF, I have set my hand and cause the seal of this Commission to be affixed at **EDSA, Greenhills, Mandaluyong City, Philippines** this 18th day of **September** in the year of our Lord **Two Thousand**.

By Authority of the Commission: _____


JESUS N. MEDALLA
Director



precious
0286871P/P400