

Document Number Only

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

DATE: 11/3

Corporation(s) Name

800003451528--0

-11/03/00--01067--021

\*\*\*\*\*70.00 \*\*\*\*\*70.00

Valley Media, Inc.

☒ Profit  
☐ Nonprofit

☐ Amendment

☐ Merger

☒ Foreign  
☐ LLC

☐ Dissolution  
☐ Withdrawal

☐ Mark

☐ Limited Partnership  
☐ Reinstatement  
☐ UCC ☐ 1 or ☐ 3

☐ UBR  
☐ Fictitious Name

☐ Other  
☐ Ch. RA

\*\*\*Special Instructions\*\*

☐ Certified Copy  
☐ Photocopies  
☐ CUS  
☐ arts/amends/mergers ☐ Other-See Above

☒ Walk in

☒ Pick-up

☐ Will Wait

Please Return Filed Stamped  
Copies To:

Carol Clark

Thank You!

RECEIVED  
DEPT. OF STATE  
DIVISION OF CORPORATIONS  
NOV - 3 PM 1:05  
TALLAHASSEE, FLORIDA  
SUFFICIENT FILING

3K  
11/3  
4/3

# 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. Valley Media, Inc.  
(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. Delaware  
(State or country under the law of which it is incorporated)
3. 94-2556440  
(FEI number, if applicable)
4. 12-05-1997  
(Date of incorporation)
5. Perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. November 13, 2000 (anticipated)  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 1280 Santa Anita Ct.  
Woodland, CA 95776  
(Current mailing address)
8. Wholesale Distribution of Entertainment Media  
(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)

Craig Hundley  
Asst. Secy.

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: Barnet J. CohenAddress: 1280 Santa Anita Ct.  
Woodland, CA 95776Director:  
Vice Chairman: Christopher P. MotternAddress: 1400 Park Avenue  
Emeryville, CA 94608Director: Lawrence ArchbaldAddress: 803 Camino Atalaya  
Santa Fe, NM 87501Director: Wendy Paskin-JordanAddress: 712 Montgomery Street  
San Francisco, CA 94111**B. OFFICERS (Street address only - P.O. Box NOT acceptable)**President/Secretary: James P. MillerAddress: 1280 Santa Anita Ct.  
Woodland, CA 95776Vice President: John KordicAddress: 1280 Santa Anita Ct.  
Woodland, CA 95776Vice President:  
Secretary: Pete AndersonAddress: 1280 Santa Anita Ct.  
Woodland, CA 95776Treasurer/Asst. Secretary: Donald E. RoseAddress: 1280 Santa Anita Ct.  
Woodland, CA 95776**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.13. Donald E. Rose  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)14. Donald E. Rose, Treasurer  
(Typed or printed name and capacity of person signing application)

State of Delaware  
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VALLEY MEDIA, 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 TWENTY-SEVENTH DAY OF OCTOBER, 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.

FILED  
00 NOV -3 PM 1:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



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Edward J. Freel, Secretary of State

AUTHENTICATION: 0761034

DATE: 10-27-00