



FO 1000000028

ACCOUNT NO. : 072100000032

REFERENCE : 936049 5160330

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : December 18, 2000

ORDER TIME : 4:08 PM

ORDER NO. : 936049-005

CUSTOMER NO: 5160330

CUSTOMER: Mr. Thomas Felder
Bet Holdings II, Inc.
One Bet Plaza
1235 W Street N.e.
Washington, DC 20018-1211

100003506601--7
-01/16/01--01063--008
***2300.00 ***2300.00

201700002395

100003506601--7
-12/20/00--01003--007
*****87.50 *****87.50

FOREIGN FILINGS

Adm- 2300

NAME: BLACK ENTERTAINMENT
TELEVISION, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 1156

EXAMINER:

3/16

RECEIVED
00 DEC 19 PM 4:45
DEPARTMENT OF STATE
OFFICE OF SECRETARY
TALLAHASSEE, FLORIDA

FILED
01 JAN 06 PM 2:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 21, 2000

SUSIE KNIGHT
CSC
TALLAHASSEE, FL

SUBJECT: BLACK ENTERTAINMENT TELEVISION, INC.
Ref. Number: W00000029832

FILED
01 JAN 16 PM 2:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for BLACK ENTERTAINMENT TELEVISION, INC. and your check(s) totaling \$87.50. However, the document has not been filed and is being retained in this office for the following:

Please note that we have RETAINED your \$87.50 payment.

Also, we cannot accept the certified copy of merger documents that you sent. What we must obtain from you is a 1-page certificate from the District of Columbia stating that the corporation is filed there and hasn't been dissolved.

Also, the application indicates that the corporation began transacting business in Florida in 1998. If that is so, then penalty fees are owed.

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report/uniform business report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$2,300.00.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 700A00063953

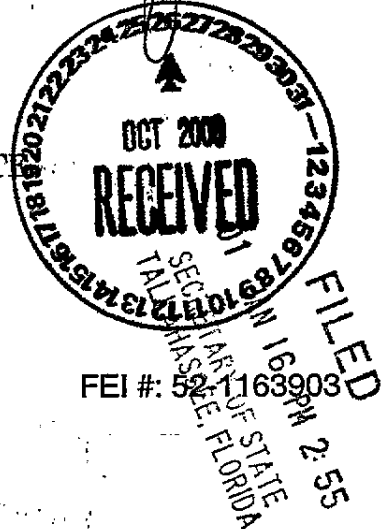
RESUBMIT

Please give original
submission date as file date.

RECEIVED
01 JAN 16 AM 9:14
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State



October 20, 2000

BLACK ENTERTAINMENT TELEVISION INC
1900 W PL NE
WASHINGTON, DC 20018-1230

To Whom It May Concern:

Based upon a comparison of our corporate database with data provided by the Florida Department of Revenue, it appears that this corporation may be transacting business in Florida without authority from the Florida Department of State, Division of Corporations, to do so.

According to data obtained from the Florida Dept. of Revenue in accordance with section 213.053(14), Florida Statutes, this entity is currently registered as obligated to file a corporation income tax return with the State of Florida. Because the corporation conducts sufficient business activities within the state of Florida to warrant its compliance with Florida's revenue laws, it is incumbent upon the corporation to review and determine whether and how sections 607.1501-607.1532, Florida Statutes, (a copy of which are enclosed) apply to its present situation.

If, after reviewing the enclosed, you determine the corporation is presently transacting business in Florida within the meaning of s. 607.1501, F.S., complete and submit the enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida" along with the appropriate fees and documentation. If the corporation is not presently transacting business in Florida, complete and submit the enclosed "Statement Concerning Authority to Transact Business in Florida by a Foreign Corporation".

To avoid the necessity of any further action on the part of this office, you must return one of the appropriate forms mentioned above within the next thirty (30) days. Should you have any questions regarding this matter, you may call the Registration/Tax Lien Section at (850) 487-6091, or write P.O. Box 6327, Tallahassee, Florida 32314.

PLEASE NOTE THE DIVISION OF CORPORATIONS RECOMMENDS THAT CORPORATE DOCUMENTS BE REVIEWED BY YOUR LEGAL COUNSEL. THE DIVISION OF CORPORATIONS IS MERELY A FILING AGENCY AND AS SUCH DOES NOT RENDER ANY LEGAL, ACCOUNTING, OR TAX ADVICE. THE PROFESSIONAL ADVICE OF YOUR LEGAL COUNSEL TO ASCERTAIN EXACT COMPLIANCE WITH ALL STATUTORY REQUIREMENTS IS STRONGLY RECOMMENDED.

Division of Corporations

**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. Black Entertainment Television, 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. District of Columbia 3. 52-1163903
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. September 13, 1979 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. June 1, 1998
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. One BET Plaza, 1235 W Street, N.E., Washington, DC 20018-1211

(Current mailing address)

8. To engage in any lawful act for which a corporation may be organized under the DCBCA.
(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 Hayes Street

Tallahassee, Florida, 32301-2525
(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.

Judith S. Blancett Judith S. Blancett, as 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: Robert Johnson - Founder, Chairman & CEO

Address: 1235 W Street, NE, Washington, DC 20018

Vice Chairman: Debra L. Lee, President and COO

Address: 1235 W Street, NE, Washington, DC 20018

Director: Sheila Crump Johnson - EVP, Corporate Affairs

Address: 1235 W Street, NE, Washington, DC 20018

Director: John C. Malone - Director

Address: 1235 W. Street, NE, Washington, DC 20018

(SEE COMPLETE LIST ATTACHED)

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

President: Debra L. Lee

Address: (same as above)

Vice President: Sheila Crump Johnson

Address: 1235 W Street, NE, Washington, DC 20018

Secretary: Byron Marchant - EVP, CAO

Address: 1235 W Street, NE, Washington, DC 20018

Treasurer: _____

Address: _____

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

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

14. Byron Marchant - Secretary
(Typed or printed name and capacity of person signing application)

FILED
JUN 16 PM 2:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS



CERTIFICATE

FILED
01 JAN 16 PM 2:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIS IS TO CERTIFY that there were received and accepted for record in the Department of Consumer and Regulatory Affairs, Corporations Division, on the 13th day of September, 1979 *Articles of Incorporation of:*

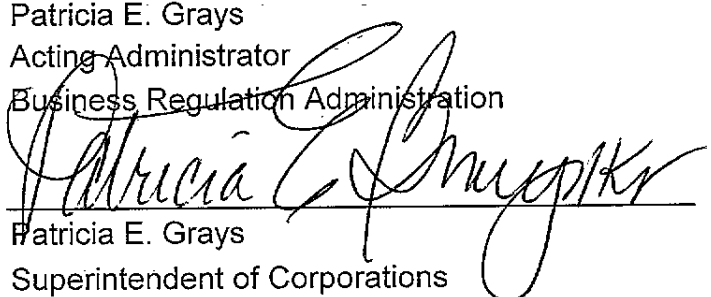
BLACK ENTERTAINMENT TELEVISION, INC.

WE FURTHER CERTIFY that the above named corporation is in Good Standing and duly incorporated and existing according to the records of Corporations Division, having filed all reports as required by the District of Columbia Business Corporation Act.

IN TESTIMONY WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed this 2nd day of January, 2001.

Carlynn M. Fuller
Acting Director

Patricia E. Grays
Acting Administrator
Business Regulation Administration


Patricia E. Grays
Superintendent of Corporations
Corporations Division

Anthony A. Williams
Mayor