

F0100000 1663



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 086605 7233118

AUTHORIZATION : *Patricia Pigato*

COST LIMIT : \$ 78.75

FILED
01 MAR 27 PM 2:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : March 21, 2001

ORDER TIME : 12:04 PM

ORDER NO. : 086605-005

CUSTOMER NO: 7233118

3000003912483--6

CUSTOMER: Ms. Sandra Wilkinson
Phillip D. W. Hodgen, A Prof.
140 South Lake Avenue
Suite 250
Pasadena, CA 91101

FOREIGN FILINGS

NAME: SOUL BEACH FESTIVAL PRODUCTIONS
INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

RECEIVED
01 MAR 27 PM 1:04
DIVISION OF CORPORATION

CONTACT PERSON: Jeanine Reynolds -- EXT# 1133

EXAMINER: _____

3/27

**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. Soul Beach Festival Productions, 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. California

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

3. 95-4838866

(FEI number, if applicable)

4. January 10, 2001

(Date of incorporation)

5. Perpetual

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

6. Upon Qualification

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 9229 Sunset Boulevard, Suite 303, Los Angeles, CA 90069

(Principal office address)

140 South Lake Avenue, Suite 250, Pasadena, CA 91101

(Current mailing address)

8. Entertainment Production

(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

(City)

, 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.

Deborah D. Skipper

(Registered agent's signature)

Deborah D. Skipper
Asst. 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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Mark Adkins

Address: 9229 Sunset Boulevard, Suite 303, Los Angeles, CA 90069

Vice Chairman: Tony Rome

Address: 9229 Sunset Boulevard, Suite 303, Los Angeles, CA 90069

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Tony Rome

Address: 9229 Sunset Boulevard, Suite 303, Los Angeles, CA 90069

Vice President: _____

Address: _____

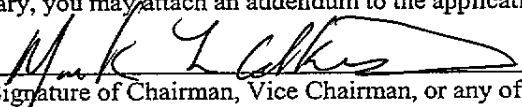
Secretary: Tony Rome

Address: 9229 Sunset Boulevard, Suite 303, Los Angeles, CA 90069

Treasurer: Mark Adkins

Address: 9229 Sunset Boulevard, Suite 303, Los Angeles, CA 90069

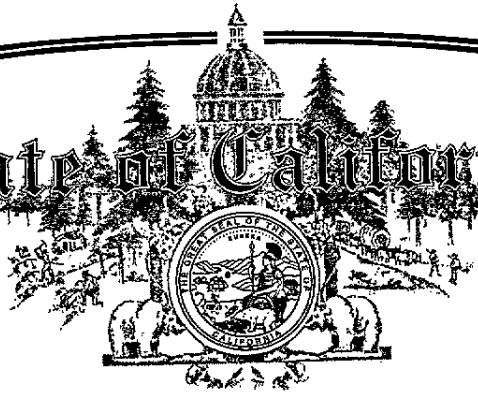
NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

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

14. Mark Adkins, Chairman/Treasurer
(Typed or printed name and capacity of person signing application)

FILED
01 MAR 27 PM 2:21
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

State of California



SECRETARY OF STATE CERTIFICATE OF STATUS DOMESTIC CORPORATION

FILED
01 MAR 27 PM 2:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, BILL JONES, Secretary of State of the State of California, hereby certify:

That on the **10TH day of JANUARY, 2001**, **SOUL BEACH FESTIVAL PRODUCTIONS, INC.** became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

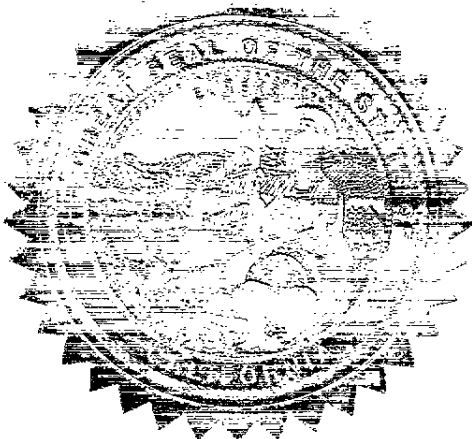
That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal
of the State of California this day
of March 21, 2001.



Bill Jones
BILL JONES
Secretary of State