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ACCOUNT NO. : 072100000032

REFERENCE : 092734 5168626

AUTHORIZATION :

COST LIMIT : \$ PPD

FILED
01 MAR 28 AM 9:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : March 27, 2001

ORDER TIME : 2:0 PM

ORDER NO. : 092734-005

CUSTOMER NO: 5168626

CUSTOMER: Mr. James Connelly
Xs Entertainment, Inc.
877 Supreme Dr.

Bensenville, IL 60106

900003924569--2
-03/29/01--01001--009
*****87.50 *****87.50

FOREIGN FILINGS

NAME: XS ENTERTAINMENT INC.

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XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Norma Hull -- EXT# 1115

EXAMINER: _____

RECEIVED
01 MAR 28 PM 3:52
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

BH 3/28

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. XS Entertainment 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 3. 36-4201535
(State or country under the law of which it is incorporated) (FBI number, if applicable)
4. December 10, 1997 5. Perpetual
(Date of incorporation) (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. 9101 International Drive
(Principal office address)
Orlando FL 32819
(Current mailing address)
8. Operate Amusement Facilities
(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
(City) (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

Laura R. Dunlap

(Registered agent's signature)

Laura R. Dunlap
as its agent

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.

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TALLAHASSEE, FLORIDA

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officers/directors rider Kevin HayesAddress: 877 Supreme Drive
Bensenville IL 60106Vice Chairman: William BelasAddress: 877 Supreme Drive
Bensenville IL 60106

Director: _____

Address: _____

Director: _____

Address: _____

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TALLAHASSEE, FLORIDA

B. OFFICERS

President: See attached officers/directors rider Mark MessersmithAddress: 877 Supreme Drive
Bensenville IL 60106

Vice President: _____

Address: _____

Secretary: Ronald StevensAddress: 877 Supreme Drive Bensenville IL 60106Treasurer: Ronald StevensAddress: 877 Supreme Drive Bensenville IL 60106

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

13. Ronald Stevens CFO + Secretary
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)14. Ronald Stevens Secretary
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "XS ENTERTAINMENT 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 MARCH, A.D. 2001.

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.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2831100 8300

AUTHENTICATION: 1046790

010148875

DATE: 03-27-01