



THE UNITED STATES
CORPORATION
COMPANY

F01000001960

ACCOUNT NO. : 072100000032

REFERENCE : 108652 4385569

AUTHORIZATION :

Patricia Pigot

COST LIMIT : \$ 70.00

FILED
01 APR 11 PM 1:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : April 9, 2001

ORDER TIME : 10:16 AM

ORDER NO. : 108652-005

600003891796--2

CUSTOMER NO: 4385569

CUSTOMER: Ms. Monica Tobin
Morgan Creek Productions, Inc
4000 Warner Boulevard
Building #76
Burbank, CA 91522

FOREIGN FILINGS

NAME: SHARK PRODUCTIONS, INC.

XXXX QUALIFICATION (TYPE: CO)

[Signature]

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

RECEIVED
01 APR 11 AM 11:25
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CONTACT PERSON: Susie Knight -- EXT# 1156

EXAMINER: _____

mk
4/11

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

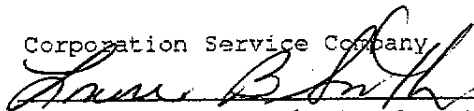
IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Shark Productions, 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 3. 52-2297202
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. February 15, 2001 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. Disney MGM Studios, 648 Stage Lane, Bungalow #2, Lake Buena Vista, Florida 32830
(Principal office address)
4000 Warner Blvd., Bldg. 76 Burbank, CA 91522
(Current mailing address)
8. Entertainment
(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



(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.

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

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors 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. James G. Robinson
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. President James G. Robinson
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

RIDER

James G. Robinson

10 East Lee Street
Suite 2705
Baltimore, MD 21202

President and CEO,
Treasurer and CFO, and
Chairman of the Board

Janet M. West

10 East Lee Street
Suite 2705
Baltimore, MD 21202

Secretary

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TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SHARK PRODUCTIONS, 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 NINTH DAY OF APRIL, A.D. 2001..

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3357518 8300

AUTHENTICATION: 1070080

010171889

DATE: 04-09-01