

CT CORPORATION SYSTEM

F01000002733

CORPORATION(S) NAME

Entertainment Merchandising Group, Inc.

FILED
MAY 21 PM 3:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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MAY 21 PM 3:10
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TALLAHASSEE, FLORIDA

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Other
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Change of RA
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> CUS
<input type="checkbox"/> Photocopies	<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
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<input type="checkbox"/> Mail Out		

Name _____
 Availability _____
 Document _____
 Examiner _____
 Updater _____
 Verifier _____
 W.P. Verifier _____

5/21/01

Order#: 4392624

Ref#: _____

900004273289--2
 -05/21/01--01094--005
 Amount: \$ *****70.00 *****70.00

660 East Jefferson Street
 Tallahassee, FL 32301
 Tel. 850 222 1092
 Fax 850 222 7615

BK

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**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. Entertainment Merchandising Group, 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 natural person or partnership if not so contained in the name at present.)
2. Delaware 3. 65-1093834
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. March 21, 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. 6600 N. Andrews Avenue, Suite 350, Ft. Lauderdale, FL 33309
(Principal office address)
6600 N. Andrews Avenue, Suite 350, Ft. Lauderdale, FL 33309
(Current mailing address)
8. To conduct, to promote, and to engage in any lawful act
(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
(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.



Christine M. Eastwine
Assistant Secretary

(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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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TALLAHASSEE, FLORIDA

B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

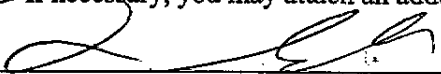
Address: _____

Treasurer: _____

Address: _____

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TALLAHASSEE, FLORIDA

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. LAWRENCE GIVLER SECRETARY
(Typed or printed name and capacity of person signing application)

Attachment to
Application By Foreign Corporation
For Authorization To Transact
Business in Florida For
Entertainment Merchandising Group, Inc.

A. Directors:

Name:

Address:

Jay Foreman

6600 North Andrews Ave, Suite 350
Fort Lauderdale, FL 33309

Charlie Emby

6600 North Andrews Ave, Suite 350
Fort Lauderdale, FL 33309

Roland Caville

Flat B, 6th Floor, Highview, 1A
Cox's Road, Tsimshatsui, Kowloon,
Hong Kong

B. Officers:

Address:

Jay Foreman - CEO

6600 North Andrews Ave, Suite 350
Fort Lauderdale, FL 33309

Charlie Emby - President

6600 North Andrews Ave, Suite 350
Fort Lauderdale, FL 33309

Roland Caville - President

Flat B, 6th Floor, Highview, 1A
Cox's Road, Tsimshatsui, Kowloon,
Hong Kong

Lawrence Geller - Secretary

6600 North Andrews Ave, Suite 350
Fort Lauderdale, FL 33309

Mark Merryweather - CFO

200 Fifth Avenue, Suite 654
New York, NY 10010

11266764

Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ENTERTAINMENT MERCHANDISING GROUP 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 SIXTEENTH DAY OF MAY, A.D. 2001.

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

FILED
01 MAY 21 PM 3:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



3371429 8300

010236262

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1137683

DATE: 05-16-01