

CORPORATION(S) NAME

**F010000003827**

Entertainment Online, Inc.

FILED  
JUL 18 PM 3:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED  
JUL 18 PM 3:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
RECEIVED  
NOT INTENDED  
TO ACKNOWLEDGE  
SUFFICIENCY OF FILING

- |  |   |   |
|--|---|---|
| <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"/> Will Wait              | <input type="checkbox"/> After 4:30         |
| <input checked="" type="checkbox"/> Walk In  |   | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out            |   |   |

Name \_\_\_\_\_  
Availability \_\_\_\_\_  
Document \_\_\_\_\_  
Examiner \_\_\_\_\_  
Updater \_\_\_\_\_  
Verifier \_\_\_\_\_  
W.P. Verifier \_\_\_\_\_

6/29/01

Order#: 4572159

000004451930--4

-06/29/01--01070--002

Ref#: \*\*\*\*\*70.00 \*\*\*\*\*70.00

Amount: \$ \_\_\_\_\_

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

A CCH LEGAL INFORMATION SERVICES COMPANY

701 ACU2 2409

ms

SK



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

June 29, 2001

C T CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: ENTERTAINMENT ONLINE, INC.  
Ref. Number: W01000015105

FILED  
JUL 18 PM 3:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We have received your document for ENTERTAINMENT ONLINE, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your \$70.00 payment.,

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

FILED  
JUL 18 PM 3:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6051.

Buck Kohr  
Corporate Specialist

Letter Number: 701A00039293

From: Melanie

7-19-01

Thanks,  
Melanie

**CONSENT IN LIEU OF SEPCIAL MEETING  
OF THE SOLE SHAREHOLDER OF  
ENTERTAINMENT PUBLICATIONS OPERATING COMPANY, INC.**

The undersigned, being the sole shareholder of Entertainment Publications Operating Company, Inc. a Delaware corporation (the "Corporation"), acting without a meeting, hereby adopt and consent to the following actions of the Corporation:

WHEREAS the Corporation is the successor in interest to Entertainment Publications of Florida, Inc., a Florida Corporation and Entertainment Publications, Inc., a Michigan Corporation which currently does not do business in Florida; and

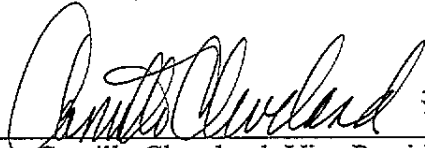
WHEREAS the Corporation is the sole shareholder of Entertainment Online, Inc.

RESOLVED, that the Corporation, duly qualified in the State of Florida, hereby consents to Entertainment Online, Inc. qualifying to do business in the state of Florida under the d/b/a name of Entertainment Publications Inc.

This consent is given in lieu of a formal special meeting of the sole shareholder of the Corporation, and all actions taken hereunder shall have the same force and effect as a vote of the sole shareholder for all purposes.

Dated: July 5, 2001

ENTERTAINMENT PUBLICATIONS, INC.

By:   
Camille Cleveland, Vice President  
Secretary and General Counsel

FILED  
01 JUL 18 PM 3:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED  
01 JUL 18 PM 3:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**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 ONLINE, 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. 52-22-30350  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 02/14/2000 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. Attn: Legal Dept. 2125 BUTTERFIELD RD, TROY, MI 48064  
(Principal office address)

\_\_\_\_\_  
(Current mailing address)

8. The purpose of purposes of the corporation is to engage in any lawful act or activity for which corporations may be organized.  
(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.*

C T Corporation System

By: Connie Bryan Connie Bryan, Special Asst Secy.  
(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: Please See Attached.

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

B. OFFICERS

President: Please See Attached.

Address: \_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

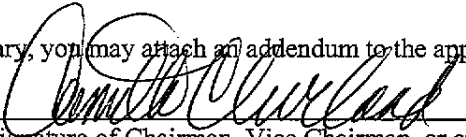
Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

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

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

14. CAMILLE CLEVELAND, VP & SECRETARY  
(Typed or printed name and capacity of person signing application)

FILED  
JUL 18 PM 3:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Entertainment Online, Inc.**  
**A Delaware Corporation**

**Directors:**

**Alan Bittker**  
**Francis Barker**

**Officers:**

**Alan Bittker – President and CEO**  
**Marian Roberge – Executive Vice President and Assistant Secretary**  
**Kevin Petry – Executive Vice President**  
**Ed Stassen – Chief Financial Officer and Treasurer**  
**Karl Hawes – Senior Vice President**  
**Angela Hribar – Senior Vice President**  
**Sandy Berry – Controller and Assistant Treasurer**  
**Camille Cleveland – Vice President, General Counsel and Secretary**

**FILED**  
**01 JUL 18 PM 3:14**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

**Corporate Address:**

**2125 Butterfield Rd.**  
**Troy, MI 48084**  
**248.637.8400**

*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 "ENTERTAINMENT ONLINE, 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 THIRTEENTH DAY OF JUNE, 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.

FILED  
JUN 18 PM 3:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

3176635 8300

AUTHENTICATION: 1185536

010282602

DATE: 06-13-01