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ACCOUNT NO. : 072100000032

REFERENCE : 230709 4302531

AUTHORIZATION :

COST LIMIT : \$ 78.75

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01 JUL 24 PM 2:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : July 20, 2001

ORDER TIME : 9:44 AM

ORDER NO. : 230709-005

CUSTOMER NO: 4302531

CUSTOMER: Mr. Paul Gitler
Wolf, Haldenstein, Adler,
270 Madison Avenue
9th Floor
New York, NY 10016

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DIVISION OF CORPORATION

FOREIGN FILINGS

NAME: THE GOLD DISC COMPANY (NORTH
AMERICA) LTD., CORP.

XXXX QUALIFICATION (TYPE: CO)

600004493666--8

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Darlene Ward -- EXT# 1135

EXAMINER: _____

BK

**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. The Gold Disc Company (North America) Ltd., Corp.
(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. 11-3615872
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. May 14, 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. c/o Wolf Haldenstein Adler Freeman & Herz LLP, 270 Madison Avenue, NY, NY 10016
(Principal office address)
c/o Wolf Haldenstein Adler Freeman & Herz LLP, 270 Madison Avenue, NY, NY 10016
(Current mailing address)
Any and all lawful acts or activities for which corporations may be organized under the General Corporation Law of Delaware.
8. _____
(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

Patrick Lalor

(Registered agent's signature)

Patrick Lalor, Assistant 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.

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

A. DIRECTORS

Chairman: Howard Mendoza

Address: c/o Wolf Haldenstein et al.

270 Madison Ave., New York, NY 10016

Vice Chairman: _____

Address: _____

Director: Howard Mendoza

Address: c/o Wolf Haldenstein et al., 270 Madison Ave., New York, NY 10016

Director: _____

Address: _____

B. OFFICERS

President: Howard Mendoza

Address: c/o Wolf Haldenstein et al., 270 Madison Ave., New York, NY 10016

Vice President: Kevin Collier

Address: c/o Wolf Haldenstein et al., 270 Madison Ave., New York, NY 10016

Secretary: _____

Address: _____

Treasurer: Aaron Stein

Address: c/o Wolf Haldenstein et al., 270 Madison Ave., New York, NY 10016

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. AARON STEIN TREASURER

(Typed or printed name and capacity of person signing application)

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State of Delaware
Office of the Secretary of State

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TALLAHASSEE, FLORIDA

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THE GOLD DISC COMPANY (NORTH AMERICA) LTD." 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 TWENTIETH DAY OF JULY, A.D. 2001.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3391643 8300

AUTHENTICATION: 1254320

010351465

DATE: 07-20-01