

CT CORPORATION SYSTEM

FOI0000004087

CORPORATION(S) NAME

Vivendi Universal Holding I Corp.

FILED
01 AUG -2 PM 11:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 AUG -2 AM 11:23
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 checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

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

8/2/01

Order#: 4695313

400004512774--9
-08/02/01--01037--028
Ref#: *****70.00 *****70.00

Amount: \$ _____

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

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. Vivendi Universal Holding I 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. 13-385842
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. July 19, 1995 5. "Perpetual"
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. upon qualification
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 375 Park Avenue, New York, NY 10152-0192
375 Park Avenue, c/o Legal Department, New York, NY 10152-0192
(Current mailing address)
8. Development company
(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
(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

Carmie Bryan

(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 addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: George E. Bushnell IIIAddress: 800 Third Avenue, New York, NY 10022-7699Director: Debra FordAddress: 800 Third Avenue, New York, NY 10022-7699**B. OFFICERS (Street address only - P.O. Box NOT acceptable)**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. 

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

14. Irene S. Alpert, Assistant Secretary

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**DIRECTORS AND OFFICERS
VIVENDI UNIVERSAL HOLDING I CORP.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Directors:

Irene S. Alpert
George E. Bushnell III
Debra Ford

Address:

800 Third Avenue, New York, NY
800 Third Avenue, New York, NY
800 Third Avenue, New York, NY

Officers:

Edgar Bronfman, Jr.	President and Chief Executive Officer
George E. Bushnell III	Vice President and Secretary
John R. Preston	Vice President and Treasurer
Frank Mergenthaler	Vice President and Controller
Kevin Conway	Vice President
Irene S. Alpert	Assistant Secretary
Howard F. Miller	Assistant Secretary
Marc R. Palotay	Assistant Secretary
H. Stephen Gordon	Assistant Secretary

Address:

375 Park Avenue, New York, NY
800 Third Avenue, New York, NY
800 Third Avenue, New York, NY
375 Park Avenue, New York, NY
800 Third Avenue, New York, NY
800 Third Avenue, New York, NY
800 Third Avenue, New York, NY
312 Longbranch Rd., Simi Valley,
CA
4221 Gayle Dr. Tarzana, CA

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 "VIVENDI UNIVERSAL HOLDING I CORP." 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 THIRTY-FIRST DAY OF JULY, 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
01 AUG -2 PM 1:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2525659 8300

AUTHENTICATION: 1271040

010370723

DATE: 07-31-01