

Foliooooo 4411

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: NEXT WAVE PRODUCTIONS, INC.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

BRUCE C. ROSETTO
(Name of Person)

ROSETTO & ASSOCIATES, LLC
(Firm/Company)

900004534319--2

-08/14/01-01069--002

*****78.75 *****78.75

2300 GLADES ROAD, SUITE 440W
(Address)

BOCA RATON, FL 33431
(City/State and Zip code)

For further information concerning this matter, please call:

BRUCE C. ROSETTO at (561) 394-7238
(Name of Person) (Area Code & Daytime Telephone Number)

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

\$70.00 Filing Fee \$78.75 Filing Fee & Certificate of Status \$78.75 Filing Fee & Certified Copy \$87.50 Filing Fee, Certificate of Status & Certified Copy

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. Next Wave Productions, 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

(State or country under the law of which it is incorporated) 3. Not Applicable

(FEI number, if applicable)

4. July 19, 2001

(Date of incorporation) 5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. August 1, 2001

(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. 224 Datura Street, Suite 900, West Palm Beach, FL 33401

(Principal office address)

224 Datura Street, Suite 900, West Palm Beach, FL 33401

(Current mailing address)

8. Any Legal Purpose

(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)

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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.*


BRIAN COURTNEY, ASST. V.P.

(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: Sally Outlaw

Address: 224 Datura Street, Suite 900, West Palm Beach, FL 33401

Vice Chairman: Andrew Rachmell

Address: 224 Datura Street, Site 900 West Palm Beach, FL 33401

Director: Gregory Kells

Address: 224 Datura Street, Suite 900 West Palm Beach, FL 33401

Director: Alan Carter

Address: 224 Datura Street, Suite 900 West Palm Beach, FL 33401

B. OFFICERS

President: Sally Outlaw

Address: 224 Datura Street, Suite 900 West Palm Beach, FL 33401

Vice President: Andrew Rachmell

Address: 224 Datura Street, Suite 900 West Palm Beach, FL 33401

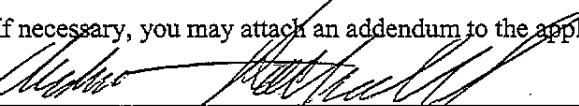
Secretary: _____

Address: _____

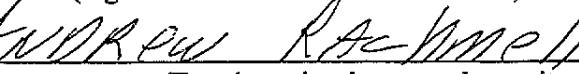
Treasurer: Alan Carter

Address: 224 Datura Street, Suite 900, West Palm Beach, FL 33401

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. 

(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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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NEXT WAVE 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 TENTH DAY OF AUGUST, 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

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AUTHENTICATION: 1290634

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DATE: 08-10-01