

# F02000002403

CLAXSON

FILED

Legal Department - Privileged & Confidential

2002 MAY 13 AM 11:23

DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

VIA FEDERAL EXPRESS  
April 22, 2002  
MIAMI BEACH

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399  
ATTN: Registration Section

900005326379--5  
-04/23/02--01050--005  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: APPLICATION FOR CGP, INC. TO TRANSACT BUSINESS IN  
FLORIDA

Dear Madam/Sir,

Please find enclosed application and check for \$78.75 for the filing of CGP, Inc. Please forward to my attention confirmation and relevant certificates as soon as possible. Should you have any questions, please do not hesitate to contact me at the telephone number listed below. Thank you for your attention in this matter.

Sincerely,  
CLAXSON

  
ERNESTO A. LUCIANO  
Corporate Counsel

Enclosure      Check and Form

Claxson Interactive Group Inc.  
Legal Department  
404 Washington Avenue, 8th Floor  
Miami Beach, Florida, 33139 U.S.A.  
Tel. (305) 894-3500 Fax (305) 894-3606  
eluciano@claxson.com

W02-12229  
J. BRYAN APR 30 2002

J. BRYAN MAY 15 2002



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

FILED  
2002 MAY 13 AM 11:23  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

April 30, 2002

ERNESTO A. LUCIANO  
CLAXSON INTERACTIVE GROUP INC., LEGAL  
404 WASHINGTON AVE., 8TH FL  
MIAMI BEACH, FL 33139

SUBJECT: CGP, INC.  
Ref. Number: W02000012229

We have received your document for CGP, INC. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

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.

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

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

If you have any questions concerning the filing of your document, please call (850) 245-6043.

Joey Bryan  
Document Specialist

Letter Number: 302A00026419

1) Resol  
2) Certi

# CLAXSON

Legal Department – Privileged & Confidential

**VIA FEDERAL EXPRESS**

May 10, 2002

MIAMI BEACH

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399  
ATTN: Registration Section

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2002 MAY 13 AM 11:23  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**RE: ALTERNATE NAME FOR APPLICATION FOR CGP, INC. TO  
TRANSACTION BUSINESS IN FLORIDA**

Dear Madam/Sir,

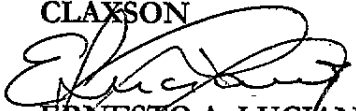
Please find enclosed a copy of the following:

- (1) Corporate Resolution adopted by an officer of the corporation designating the corporation as "CGP USA, INC." and
- (2) A certificate of good standing from the British Virgin Islands.

Please proceed with a Florida registration of CGP USA, Inc. Please forward to my attention confirmation and relevant certificates as soon as possible. Should you have any questions, please do not hesitate to contact me at the telephone number listed below. Thank you for your attention in this matter.

Sincerely,

CLAXSON

  
**ERNESTO A. LUCIANO,**  
Corporate Counsel

Enclosure: Corporate Resolution  
Certificate

Claxson Interactive Group Inc.  
Legal Department  
404 Washington Avenue, 8th Floor  
Miami Beach, Florida, 33139 U.S.A.  
Tel. (305) 894-3500 Fax (305) 894-3606  
eluciano@claxson.com

**Director's Resolution of**

**CGP, INC.**

The undersigned being the Sole Director of CGP, Inc. (the "Company"), an international business company organized under the laws of the British Virgin Islands, with Registered Office at Wickhams Cay, Road Town, Tortola, British Virgin Islands, hereby consent to the adoption of the following resolution:

**WHEREAS:**

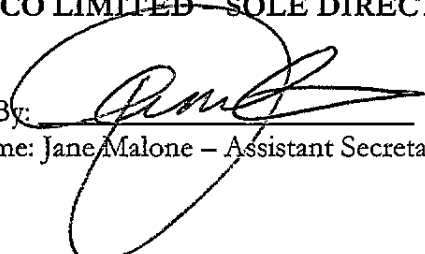
The Company desires to register itself with the Florida Department of State pursuant to Florida Statute §607.1501 (1) and seek a certificate of authority as a foreign corporation authorized to transact business within the State of Florida, U.S.A..

**RESOLVED:**

That for the purposes of registering the Company to transact business within the State of Florida, U.S.A., the Company shall conduct business within the State of Florida and be referred to as "**CGP USA, Inc.**" however such name designation shall not change the corporate name of the Company, as stated in the Company's Memorandum of Association, Articles of Association and Amendment to the Memorandum and Articles of Association.

WRITTEN RESOLUTION OF THE SOLE DIRECTOR PASSED ON THE 26<sup>TH</sup> DAY OF APRIL, 2002.

**SERVCO LIMITED - SOLE DIRECTOR**

By:   
Name: Jane Malone - Assistant Secretary

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2002 MAY 13 AM 11:23  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: CGP, Inc

(Name of corporation - must include suffix)

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2002 MAY 13 AM 11:23  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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:

Ernesto A. Luciano, Esq.  
(Name of Person)  
Claxson Interactive Group, Inc  
(Firm/Company)  
404 Washington Avenue 8<sup>th</sup> Floor  
(Address)  
Miami Beach, Florida 33139  
(City/State and Zip code)

For further information concerning this matter, please call:

Ernesto Luciano at (305) 894-4872  
(Name of Person) (Area Code & Daytime Telephone Number)

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. QGP, 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. British Virgin Islands 3. N/A  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. October 26, 1995 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. OneAR Lodge Building, 2nd Floor, Wickhams Cay I, Road Town  
Tortola, British Virgin Islands (Principal office address)  
404 Washington Ave. 8th Floor Miami Beach, Florida 33139  
(Current mailing address)

8. To engage in act or activity that is not prohibited under law.  
(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: Auraya Arizay

Office Address: 404 Washington Ave. 8th Floor  
Miami Beach, Florida 33139  
(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.*

  
(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: Servco LimitedAddress: Omar Hodge Building, 2nd FloorWickhams Cay, Road Town, Tortola, British Virgin IslandsVice Chairman: N/A

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

Director: N/A

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

Director: N/A

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

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2002 MAY 13 AM 11:24  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

## B. OFFICERS

President: Rosa RestrepoAddress: Omar Hodge Building, 2nd FloorWickhams Cay, Road Town, Tortola, British Virgin IslandsVice President: N/A

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

Secretary: Annette MactaviousAddress: Omar Hodge Building, 2nd Floor, Road Town, Tortola, B.V.Is.Treasurer: N/A

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. Jane Malone - Servco Limited Director - Asst. Secretary

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

TERRITORY OF THE BRITISH VIRGIN ISLANDS  
THE INTERNATIONAL BUSINESS COMPANIES ACT  
(CAP. 291)

CERTIFICATE OF GOOD STANDING (Section 114)

No. 164546

CGP, INC.

The Registrar of Companies of the British Virgin Islands  
HEREBY CERTIFIES that:

1. The above company was duly incorporated under the provisions of the International Business Companies Act, (Cap.291) on the 26th day of October, 1995 as Company No. 164546 of the register of International Business Companies.
2. The name of the Company is still on the register of International Business Companies and the company has paid all fees, licence fees, and penalties due and payable under the provisions of sections 104 and 105 of the said Act.
3. The company has not submitted to me articles of merger or consolidation that have not yet become effective.
4. The company has not submitted to me articles of arrangement that have not yet become effective.
5. The company is not in the process of being wound up and dissolved.
6. No proceedings have been instituted to strike the name of the company off the said register.
7. In so far as is evidenced by the documents filed with me the company is in good legal standing.

Given under my hand and seal  
at Road Town, Tortola in the  
Territory of the British Virgin Islands  
this 7th day of May, 2002

CRTI004R

REGISTRAR OF COMPANIES