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CORPDIRECT AGENTS, INC. (formerly CCRS)	•
103 N. MERIDIAN STREET, LOWER LEVEL	
TALLAHASSEE, FL 32301	
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CORP. NAME:	Musichlatch	·Inc		-	
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) CERTIFICATE OF STATUS

Examiner's Initials

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. MUSICMATCH, 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.) PERPETUA L
(Duration: Year corp. will cease to exist or "perpetual") (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.) EAS ABOVE _ Transacting all lawful business. 9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable) NRAI Services, Inc. Name: Office Address: 526 E. Park Avenue Tallahassee Florida 32301 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) Charles Baclet, Vice President

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: DENNIS MUDD Address: Director: PETER GOTCHER, ALARRAS, BRETT Address: ____ Director: Address: W. BERNARDO DR, SANDIEGO, CA 92127 President: PETER CGATHY Vice President: SEEMA BURKE Address: Secretary: PAMELA EVANS MUDD_ Address: Treasurer: GARY ACORD Address: 3 NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

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

CHAIRMAN - DENNIS MUDD

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

STATE of WASHINGTON



SECRETARY of STATE

I, SAM REED, Secretary of State of the State of Washington and custodian of its seal,

hereby issue this

CERTIFICATE OF EXISTENCE/AUTHORIZATION

OF

MUSICMATCH, INC.

I FURTHER CERTIFY that the records on file in this office show that the above named profit corporation was formed under the laws of the State of Washington and was issued a Certificate of Authority in Washington on April 1, 1998.

I FURTHER CERTIFY that as of the date of this certificate, no Certificate of Withdrawal has been filed, and that the corporation is duly authorized to transact business in the corporate form in the State of Washington.



Date: June 4, 2002

Given under my hand and the Seal of the State of Washington at Olympia, the State Capital

SIII Sam Reed, Secretary of State