

DEC-19 02 (THU) 22:08

CSC TALL

Division of Corporations

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Florida Department of State

Division of Corporations

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To:

Division of Corporations

Fax Number : (850) 205-0383

From:

Account Name : CORPORATION SERVICE COMPANY / DEW

Account Number : I20000000195

Phone : (850) 521-1000

Fax Number : (850) 521-1030

FOREIGN PROFIT QUALIFICATION

POP TOONS INC.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

RECEIVED

02 DEC 20 PM 2:54

DIVISION OF CORPORATION

02 DEC 20 PM 3:33

FILED

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**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. POP TOONS 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 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. APRIL 25, 2002 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. _____ 4/25/02
(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. 1515 BROADWAY, NEW YORK NY 10036
(Principal office address)
1515 BROADWAY, NEW YORK NY 10036
(Current mailing address)
8. PRODUCTION COMPANY FOR ANIMATED PROGRAMS
(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 Nays 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

(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: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

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. *Jane R. Furst*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)14. JANE R. FURST, ASSISTANT SECRETARY
(Typed or printed name and capacity of person signing application)FILED
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SECRETARY OF PLANT
TALLAHASSEE, FLORIDA

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**PRINCIPAL OFFICER AND DIRECTOR RIDER
POP TOONS INC.**

OFFICERS:

Michael D. Fricklas	Executive Vice President and Secretary
Robert G. Freedline	Vice President and Treasurer
Jane R. Fuerst	Vice President and Assistant Secretary
Andrew M. Greenberg	Assistant Secretary

**BUSINESS ADDRESS: 1515 BROADWAY, NEW YORK, NEW YORK
10036**

DIRECTORS:

Robert G. Freedline
Susan C. Gordon
Michael D. Fricklas

**BUSINESS ADDRESS: 1515 BROADWAY, NEW YORK, NEW YORK
10036**

FILED
02 DEC 20 PM 3:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DEC. 19. 2002 6:01PM

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P. 005

DEC. 20. 2002 8:31AM

CORP SERVICE CO

NO. 4751 P. 2
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Delaware

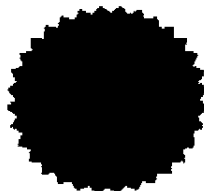
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "POP TOONS 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 TWENTIETH DAY OF DECEMBER, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "POP TOONS INC." WAS INCORPORATED ON THE TWENTY-FIFTH DAY OF APRIL, A.D. 2002.

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



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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2161633

DATE: 12-20-02

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