

F02000006365

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

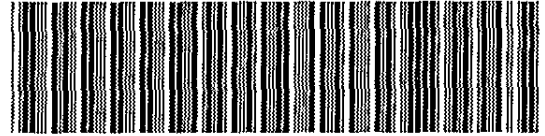
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

F02-00006365
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ACCOUNT NO. : 072100000032

REFERENCE : 868532 7355948

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : December 23, 2002

ORDER TIME : 11:57 AM

ORDER NO. : 868532-005

CUSTOMER NO: 7355948

CUSTOMER: Maria E. Acosta, Paralegal
Arthur J. Furia, P.a.
Suite 1105, Suite 1105
800 Brickell Avenue
Miami, FL 33131

FOREIGN FILINGS

NAME: WILLIAM MORRIS AGENCY, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX CERTIFIED COPY
- PLAIN STAMPED COPY
- XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Norma Parramore -- EXT# 1147

EXAMINER: _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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. William Morris Agency, 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. New York 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. January 31, 1918 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. 119 Washington Avenue, Suite 400, Miami Beach, Florida 33139
(Principal office address)

151 El Camino Drive, Beverly Hills, California 90212
(Current mailing address)

8. Opening office in Miami, Florida
(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)

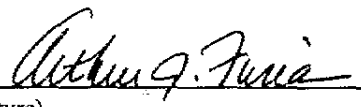
Name: Furia Law Firm, / Arthur J. Furia

Office Address: 800 Brickell Avenue, Suite 1105

Miami, Florida 33131
(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.

Furia Law Firm, / Arthur J. Furia 
(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.

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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: _____

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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Richard A. Rosenberg, Exa V-P
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Richard Rosenberg, Executive Vice President
(Typed or printed name and capacity of person signing application)

WILLIAM MORRIS AGENCY, INC.
2002 CORPORATE OFFICER LIST

Norman R. Brokaw
Chairman of the Board
151 El Camino Drive
Beverly Hills, California 90212

James Wiatt
President and Co-Chief Executive Officer
151 El Camino Drive
Beverly Hills, California 90212

Walter Zifkin
CEO
151 El Camino Drive
Beverly Hills, California 90212

Steven H. Kram
Executive Vice President & Chief Operating
Officer (West Coast)
151 El Camino Drive
Beverly Hills, California 90212

Alan Kannof
Executive Vice President & Chief Operating
Officer (East Coast)
1325 Avenue of the Americas
New York City, NY 10019

Irving J. Weintraub
Executive Vice President, CFO &
Assistant Secretary
151 El Camino Drive
Beverly Hills, California 90212

Samuel Bond Haskell, III
Executive Vice President
151 El Camino Drive
Beverly Hills, California 90212

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Owen Laster
Executive Vice President
1325 Avenue of the Americas
New York City, NY 10019

Richard Rosenberg
Executive Vice President
151 El Camino Drive
Beverly Hills, California 90212

James Griffin
Executive Vice President
1325 Avenue of the Americas
New York City, NY 10019

Mike Simpson
Executive Vice President
151 El Camino Drive
Beverly Hills, California 90212

David Z. Wirtschafter
151 El Camino Drive
Beverly Hills, California 90212

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**State of New York } ss:
Department of State**

I hereby certify, that the Certificate of Incorporation of WILLIAM MORRIS AGENCY INC. was filed on 01/31/1918, fixing the duration as perpetual, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

The Biennial Statement is past due.



*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 20th day of December
two thousand and two.*

A handwritten signature in black ink, appearing to read "Kenneth A. Denis".

Secretary of State