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**Florida Department of State
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FOREIGN PROFIT QUALIFICATION

CIE USA ENTERTAINMENT, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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. CIE USA ENTERTAINMENT, 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. 13-4158346

(FEI number, if applicable)

4. OCTOBER 19, 2000

(Date of incorporation)

5. PERPETUAL

(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. 200 WEST 57TH STREET, SUITE 403

(Principal office address)

NEW YORK, NY 10019

(Current mailing address)

8. REAL ESTATE HOLDING COMPANY

(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: HRAWG CORP.

Office Address: 1801 N. MILITARY TRAIL, SUITE 200

BOCA RATON

(City)

, Florida 33431

(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.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: BRUCE MORAN
Address: 200 West 57th St, Ste 404
New York, NY 10019

Vice Chairman: _____
Address: _____

Director: CAROLYN SPECHT
Address: 200 West 57th St. Ste. 404
New York, NY 10019

Director: _____
Address: _____

B. OFFICERS

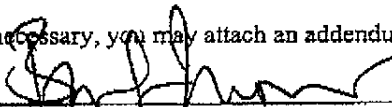
President: BRUCE E MORAN
Address: 200 West 57th St. Suite 404
New York, NY 10019

Vice President: JANE COOPER
Address: 1449 CAPRI LANE, #6205
Weston, FL 33326

Secretary: CAROLYN SPECHT
Address: 200 West 57th Street, Ste. 404, NY NY 10019

Treasurer: JANE COOPER
Address: 1449 CAPRI Lane, #6205, Weston FL
33326

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. BRUCE E MORAN
(Typed or printed name and capacity of person signing application)

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Delaware

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CIE USA ENTERTAINMENT, 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 SEVENTEENTH DAY OF JANUARY, A.D. 2003.

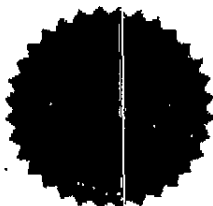
AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CIE USA ENTERTAINMENT, INC." WAS INCORPORATED ON THE NINETEENTH DAY OF OCTOBER, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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TASAH ASSESSOR OF REVENUE
FLORIDA

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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3304672 8300

AUTHENTICATION: 2211625

030036652

DATE: 01-17-03