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Florida Department of State
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Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
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FOREIGN PROFIT QUALIFICATION

Polygram Investment Corporation

Certificate of Status	0
Certified Copy	0
Page Count	05
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DIVISION OF CORPORATION

03 JUN 10 AM 10:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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JP
6-10-03

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. POLYGRAM INVESTMENT CORPORATION
(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. 32-0079385
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 7/1/1996 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon filing
(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. 70 Universal City Plaza, Universal City, CA 91608
(Principal office address)
100 Universal City Plaza, Universal City, CA 91608
(Current mailing address)
8. any and for all lawful business
(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: CT Corporation System
Office Address: 1200 South Pine Island Road,
Plantation, , Florida 33324
(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.

By: M. T. Fitzpatrick M.T. FITZPATRICK
(Registered agent's signature) ASSISTANT SECRETARY

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.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND
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12. Names and business addresses of officers and/or directors;**A. DIRECTORS**

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____
_____Director: See attachedAddress: _____
_____Director: See attachedAddress: _____
_____**B. OFFICERS**President: See attachedAddress: _____
_____Vice President: See attachedAddress: _____
_____Secretary: See attachedAddress: _____
_____Treasurer: See attachedAddress: _____
_____**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. Sharon S. Garcia, Secretary

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

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VILLAMASSEE TIRRODAPPROVED
AND
FILED

POLYGRAM INVESTMENT CORPORATION

Principal business address of the following directors/officers is:
70 Universal City Plaza
Universal City, CA 91608

DIRECTORS

Norman Epstein
Michael Ostroff

OFFICERSPRESIDENT

Zachary I. Horowitz

EXECUTIVE VICE PRESIDENT (CHAIRMAN AND CHIEF EXECUTIVE OFFICER,
UNIVERSAL MUSIC GROUP)

Douglas P. Morris

EXECUTIVE VICE PRESIDENT (VICE CHAIRMAN, UNIVERSAL MUSIC GROUP)

Marinus N. Henny

EXECUTIVE VICE PRESIDENT

Charles C. Ciorgoli
Norman Epstein
Michael Ostroff
Karen Randall

SENIOR VICE PRESIDENT

Gayle Moore
Neil Nagano

VICE PRESIDENT

William Apostolides
Kevin Conway
H. Stephen Gordon
Marc Palotay

SECRETARY

Sharon S. Garcia

ASSISTANT SECRETARY

Joseph E. Carney
Anne B. Nielsen

TREASURER

Ronald F. Reed

ASSISTANT CONTROLLER

David H. Meyers

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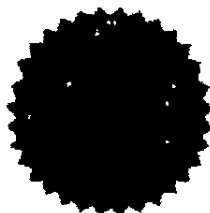
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "POLYGRAM INVESTMENT CORPORATION" 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 TENTH DAY OF JUNE, A.D. 2003.

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.



2639763 8300

030380561

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2462339

DATE: 06-10-03