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Florida Department of State
Division of Corporations
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From:
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FOREIGN PROFIT QUALIFICATION

Generate Entertainment, Inc.

Certificate of Status	0
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DIVISION OF CORPORATION

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9-17-03

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. Generate 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 3. 20-0222824
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 8/28/03 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 9/15/03
(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. 9200 Sunset Blvd., 10th Floor, Los Angeles, CA 90069
(Principal office address)

(Current mailing address)
8. television and home video production
(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.

CT Corporation System David I. Farber DAVID I. FARBER
(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.

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

A. DIRECTORS

Chairman: _____

Address: _____

Director: Jules RaimovitzAddress: 9200 Sunset Blvd., 10th Floor, Los Angeles, CA 90069Director: Francis LaMaineAddress: 3003 W. Olive Avenue, Burbank, CA 91505Director: Marty WeisbergAddress: 405 Lexington Avenue, New York, NY 10174

B. OFFICERS

President: Francis LaMaineAddress: 3003 W. Olive Avenue, Burbank, CA 91505

Vice President: _____

Address: _____

Secretary: Marty WeisbergAddress: 405 Lexington Avenue, New York, NY 10174Treasurer: William SimonAddress: 3003 W. Olive Avenue, Burbank, CA 91505

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

13. William L. Simon

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

14. William Simon, Treasurer

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

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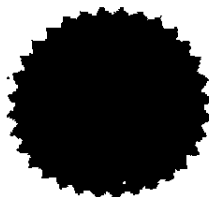
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GENERATE 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 SIXTEENTH DAY OF SEPTEMBER, A.D. 2002.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2635318

DATE: 09-16-03

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