

FO4 000000664

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Name	Availability
------	--------------

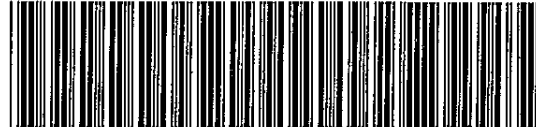
Document Examiner	Office Use Only
-------------------	-----------------

Updater	DCC
---------	-----

Updater Verifier	DCC
---------------------	-----

Acknowledgement	DCC
-----------------	-----

W. P. Verifier	DCC
----------------	-----



700027519597

01/26/04--01076--010 **78.75

04 JUN 25 AM 9:45

FILED
SECTION 1070E

CIRQUE DU SOLEIL®



VIA FEDERAL EXPRESS

January 23, 2004

Registration Section
Division of Corporations
409 East Gaines St.
Tallahassee FL
32399 USA

Subject: Application for Certificate of Authority

Please find enclosed the following documents for the application for certificate of authority for Cirque du Soleil Vegas, Inc.:

- Application duly executed
- Transmittal letter
- Certificate of good standing
- Cheque
- Letter regarding the use of the corporate name

FILED
CORPORATION STATE
JAN 25 AM 9:45

Hoping this is to your satisfaction, I remain

Sincerely yours,

Anne-Marie Papineau
Legal Counsel

Enclosures

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Cirque du Soleil Vegas, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

François Macerola
(Name of Person)

Cirque du Soleil Inc.
(Firm/Company)

8400 2nd Avenue
(Address)

Montreal QC Canada H1Z 4M6
(City/State and Zip code)

For further information concerning this matter, please call:

Anne-Marie Papineau at (514) 723-7646 ext 7224
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- ☐ \$70.00 Filing Fee ☒ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☐ \$87.50 Filing Fee, Certificate of Status & Certified Copy

**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. Cirque du Soleil Vegas, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

(State or country under the law of which it is incorporated)

3. 20-0477947

(FEI number, if applicable)

4. April 7, 2003

(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. 980 Kelly Johnson Drive, Las Vegas NV 89119

(Principal office address)

c/o Legal Affairs, 8400 2nd Avenue, Montreal QC Canada H1Z 4M6

(Current mailing address)

8. Entertainment - theatrical performances

(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: François Macerola, V-P Legal Affairs

Office Address: 1478 East Buena Vista Drive

Lake Buena Vista, Orlando, Florida 32830

(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.

François Macerola, V-P Legal Affairs

(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:

FILED
SECRETARY OF STATE
04 JUN 26 AM 9:45

A. DIRECTORS

Chairman: Guy Laliberté

Address: 8400 2nd Avenue, Montreal QC Canada H1Z 4M6

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Guy Laliberté (Founder & CEO)

Address: 8400 2nd Avenue, Montreal QC Canada H1Z 4M6

Vice President: LYN Heward, COO, Creative Content Division

Address: 8400 2nd Avenue, Montreal QC Canada H1Z 4M6

Secretary: François Macerola

Address: 8400 2nd Avenue, Montreal QC Canada H1Z 4M6

Treasurer: Robert Blain (CFO)

Address: 8400 2nd Avenue, Montreal QC Canada H1Z 4M6

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

13. 

(Signature of Director or Officer listed in number 12 of the application)

14. François Macerola

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

FILED
SECRETARY OF STATE
04 JAN 26 AM 9:45

Delaware

PAGE 1

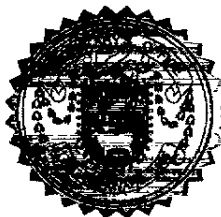
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CIRQUE DU SOLEIL VEGAS, 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 TWENTY-FIRST DAY OF JANUARY, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CIRQUE DU SOLEIL VEGAS, INC." WAS INCORPORATED ON THE SEVENTH DAY OF APRIL, A.D. 2003.

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

FILED
SECRETARY OF STATE
JAN 25 AM 9:45



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3644904 8300

AUTHENTICATION: 2882303

040042665

DATE: 01-21-04

CIRQUE DU SOLEIL®



January 21, 2004

Registration Section
Division of Corporations
409 East Gaines St.
Tallahassee, FL
32399 USA


**Subject: Application for Certificate of Authority for
Cirque du Soleil Vegas, Inc.**

Please note that Cirque du Soleil Orlando, Inc., Cirque du Soleil America, Inc., Cirque du Soleil Inc., Cirque du Soleil Holding USA, Inc. and Cirque du Soleil Vegas, Inc. are all members of Cirque du Soleil Group.

Therefore, I hereby notify you that none of the above-mentioned companies. have any objections to the fact that the entity name is used by the other companies.

Hoping this is to your satisfaction, I remain,

Yours truly,


Anne-Marie Papineau
Legal Counsel