

F04000001170

Florida Department of State
Division of Corporations
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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

Movietickets.com, Inc.

Certificate of Status	0
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Page Count	04
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04 MAR -3 PM 4:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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04 MAR -3 AM 11:18
DIVISION OF CORPORATIONS

3304

**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. MovieTickets.com, 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 as present.)
2. Delaware 3. 43-1877087
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 1/14/00 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 617.155, F.S.)
7. 2255 Glades Road, Suite 232 W, Boca Raton, FL 33431
(Principal office address)
same as above
(Current mailing address)
8. internet commerce 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.

CT Corporation System

By: Barbara A. Burke
(Registered agent's signature)

**BARBARA A. BURKE
SPECIAL 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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TALLAHASSEE, FLORIDA

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

A. DIRECTORS

N/A

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

CO- President: Mitchell Rubenstein

c/o MovieTickets.com, Inc.

Address: 2255 Glades Road, Suite 232W

Boca Raton, FL 33431

CO- President: Peter Brown

c/o MovieTickets.com, Inc.

Address: 2255 Glades Road, Suite 232W

Boca Raton, FL 33431

Secretary: _____

Address: _____

Treasurer: Craig Ramsey

c/o MovieTickets.com, Inc.

Address: 2255 Glades Road, Suite 232W

Boca Raton, FL 33431

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

13. Mitchell Rubenstein

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

14. Mitchell Rubenstein, Co-President

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

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AND
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Delaware

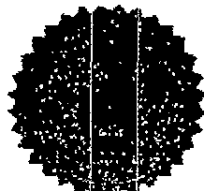
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MOVIETICKETS.COM, 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 THIRD DAY OF MARCH, A.D. 2004.

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.



3164732 8300

040160936

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 29655878

DATE: 03-03-04