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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 500335 4806702

AUTHORIZATION : Patricia P. P. P.

COST LIMIT : \$ 70.00

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SECRETARY OF STATE

ORDER DATE : March 16, 2004

ORDER TIME : 11:30 AM

ORDER NO. : 500335-010

CUSTOMER NO: 4806702

CUSTOMER: Sally Kinsella, Legal Asst
Metromedia Company
One Meadowlands Plaza

East Rutherford, NJ 07073

FOREIGN FILINGS

NAME: METROMEDIA CONNECTIONS, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 2956

EXAMINER: _____

**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.

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TALLAHASSEE, FLORIDA

1. Metromedia Connections, 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. 01-0673898

(FEI number, if applicable)

4. August 1, 2001

(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. 26893 Bouquet Canyon Road, Suite C-#210, Santa Clarita, CA 91350

(Principal office address)

(Current mailing address)

8. Sales Agency

(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301

(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.

Corporation Service Company



(Registered agent's signature)

JOHN H. PELLETIER

ASST. VICE PRESIDENT

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:

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. Paul L. Cevoli

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

14. Paul L. Cevoli, Vice President-Tax

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

Directors

Silvia Kessel
Metromedia Company
810 Seventh Avenue
New York, NY0019

John W. Kluge
Metromedia Company
810 Seventh Avenue
New York, NY0019

Alan H. Leber
Morven Industries, Inc.
5700 Lake Worth Road
Lake Worth, FL 33463

David A. Persing
Metromedia Company
One Meadowlands Plaza
E. Rutherford, NJ 07073

Stuart Subotnick
Metromedia Company
810 Seventh Avenue
New York, NY0019

Officers

John S. Kluge, Chairman
Metromedia Company
810 Seventh Avenue
New York, NY0019

Stuart Subotnick, President
Metromedia Company
810 Seventh Avenue
New York, NY0019

David A. Persing, Senior Vice President, General Counsel and Secretary
Metromedia Company
One Meadowlands Plaza
E. Rutherford, NJ 07073

Robert A. Maresca, Senior Vice President and Treasurer
Metromedia Company
One Meadowlands Plaza
E. Rutherford, NJ 07073

Silvia Kessel, Senior Vice President
Metromedia Company
810 Seventh Avenue
New York, NY0019

Alan H. Leber, Senior Vice President
Morven Industries, Inc.
5700 Lake Worth Road
Lake Worth, FL 33463

Herb Morris, Senior Vice President
Metromedia Connections, Inc.
26893 Bouquet Canyon Road
Suite C #210
Santa Clarita, CA 91350

David Gassler, Vice President and Controller
Metromedia Company
One Meadowlands Plaza
E. Rutherford, NJ 07073

Paul L. Cevoli, Vice President-Tax
Metromedia Company
One Meadowlands Plaza
E. Rutherford, NJ 07073

Jonathan P. Gilmore, Assistant General Counsel and Assistant Secretary
Metromedia Company
One Meadowlands Plaza
E. Rutherford, NJ 07073

Delaware

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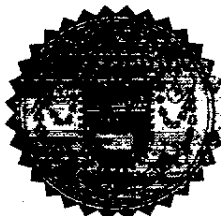
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "METROMEDIA CONNECTIONS, 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 MARCH, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "METROMEDIA CONNECTIONS, INC." WAS INCORPORATED ON THE FIRST DAY OF AUGUST, A.D. 2001.

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

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



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3419146 8300

AUTHENTICATION: 2991083

040194369

DATE: 03-16-04