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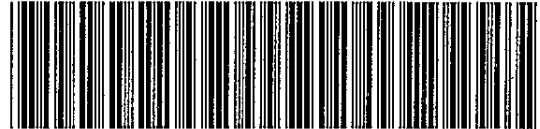
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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March 31, 2004

Registration Section
Department of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: File No. 04-20730
Celltech Entertainment Group, Inc.

Dear Sir/Madam:

Enclosed for filing is an Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida for Celltech Entertainment Group, Inc., together with a check payable to the Florida Department of State in the amount of \$90.

Please return a file-stamped copy to the undersigned using the enclosed envelope.

Very truly yours,


Jonathan L. Shepard

JLS/bjp
Enclosures

FILED
2004 APR - 2
TALLAHASSEE, FL
SECRETARY OF STATE

**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. CELLTECH ENTERTAINMENT GROUP, 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 **3. 61-1464294**
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 11/26/03 **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 817.155, F.S.)

7. 601 SW Port St. Lucie Blvd., Port St. Lucie, Florida 34984
(Principal office address)

601 SW Port St. Lucie Blvd., Port St. Lucie, Florida 34984
(Current mailing address)

8. Information Services
(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)

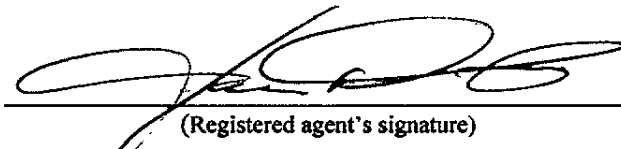
Name: John DeVito

Office Address: 601 SW Port St. Lucie Blvd.

Port St. Lucie, Florida 34984
(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.


(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:

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20th APR - 2 A 4:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: **John DeVito**

Address: **601 SW Port St. Lucie Blvd., Port St. Lucie, Florida 34984**

Director: **Bernard Frank**

Address: **280 Park Avenue, 39th Floor**

New York, NY 10017

B. OFFICERS

President: **John DeVito**

Address: **601 SW Port St. Lucie Blvd., Port St. Lucie, Florida 34984**

Vice President: **Charles Alter**

Address: **601 SW Port St. Lucie Blvd., Port St. Lucie, Florida 34984**

Secretary: **Sean DeVito**

Address: **601 SW Port St. Lucie Blvd., Port St. Lucie, Florida 34984**

Treasurer: **David Hancock**

Address: **601 SW Port St. Lucie Blvd., Port St. Lucie, Florida 34984**

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. **John DeVito, President and Director**

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

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TALLAHASSEE, FLORIDA

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CELLTECH ENTERTAINMENT GROUP 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 TENTH DAY OF MARCH, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CELLTECH ENTERTAINMENT GROUP INC." WAS INCORPORATED ON THE TWENTY-SIXTH DAY OF NOVEMBER, A.D. 2003.

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2980578

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DATE: 03-10-04