

MAY-20-2004 16:09
Division of Corporations

CT CORPORATION

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Florida Department of State
Division of Corporations
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FOREIGN PROFIT QUALIFICATION

Pictorvision Holdings Inc.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

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DIVISION OF CORPORATIONS

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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. Pictovision Holdings 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. 27-0090849
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 04/02/04 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. 7130 Hayvenhurst Drive, Van Nuys, CA 91406-3823
(Principal office address)
- same
(Current mailing address)

8. Rental of specialized gyrostabilized camera equipment for the use in the film and video industry
(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: C T 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.

C T Corporation System

By: [Signature] Michael E. Jones
(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.

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

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DIVISION OF CORPORATIONS
04 MAY 2004 PM 10:03

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Mark ChamberlainAddress: 7150 Hayvenhurst DriveVan Nuys, CA 91406-3823

Director: _____

Address: _____

B. OFFICERSPresident: Mark ChamberlainAddress: 7150 Hayvenhurst DriveVan Nuys, CA 91406-3823

Vice President: _____

Address: _____

Secretary: Mark ChamberlainAddress: 7150 Hayvenhurst Drive, Van Nuys, CA 91406-3823

Treasurer: _____

Address: _____

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

13. Mark Chamberlain
(Signature of Director or Officer listed in number 12 of the application)14. Mark Chamberlain, President and Secretary
(Typed or printed name and capacity of person signing application)FILED
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DIVISION OF CORPORATIONS

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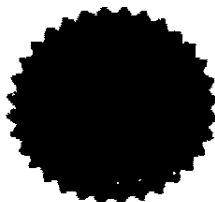
Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PICTORVISION HOLDINGS 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 EIGHTEENTH DAY OF MAY, A.D. 2004.

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



3765563 9300

040363492

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3117518

DATE: 05-18-04