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(Address)

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(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

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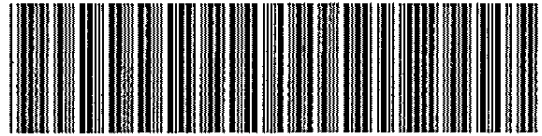
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MJH

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

04 OCT -5 AM 10:45

FILED

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. MAGNETIC SOUTH PRODUCTION COMPANY

(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. GEORGIA

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

3. 20-1050752

(FEI number, if applicable)

4. 4/20/04

(Date of incorporation)

5. PERPETUAL

(Duration: Year corp. will cease to exist or "perpetual")

6.

(Date first transacted business in Florida, if prior to registration) (SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 170 COLLEGE AVENUE ATHENS, GA 30601

(Principal office address)

P. O. BOX 1983 ATHENS, GA 30603

(Current mailing address)

8. TO ORGANIZE, PROMOTE & ARRANGE CONCERTS ON A WORLDWIDE BASIS BY THE GROUP "R.E.M."

(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 NOT acceptable)

Name: C T CORPORATION SYSTEM

Office Address: 1200 SOUTH PINE ISLAND ROAD

PLANTATION

(City)

, Florida 33324

(Zip code)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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) Shelley Savage 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 _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

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

14. THOMAS W. SCOTT, III ASSISTANT SECRETARY
(Typed or printed name and capacity of person signing application)

LIST OF OFFICERS AND DIRECTORS

NAME: MICHAEL E. MILLS TITLE: PRESIDENT AND DIRECTOR

ADDRESS: 170 COLLEGE AVE., ATHENS, GA 30601

NAME: J. MICHAEL STIPE TITLE: SECRETARY AND DIRECTOR

ADDRESS: 170 COLLEGE AVE., ATHENS, GA 30601

NAME: PETER L. BUCK TITLE: VICE PRESIDENT AND DIRECTOR

ADDRESS: 170 COLLEGE AVE., ATHENS, GA 30601

NAME: THOMAS W. SCOTT, III TITLE: ASST SECRETARY

ADDRESS: 2405 WEST BROAD STREET STE 200, ATHENS, GA 30606

Secretary of State

Corporations Division

315 West Tower

#2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

CONTROL NUMBER : 0424895
DATE INC/AUTH/FILED: 04/20/2004
JURISDICTION : GEORGIA
PRINT DATE : 09/20/2004
FORM NUMBER : 211

THOMAS W SCOTT & ASSOCIATES
MELISSA CLARK
PO BOX 1983
ATHENS, GA 30603

CERTIFICATE OF EXISTENCE

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that as of the above print date

MAGNETIC SOUTH PRODUCTION COMPANY
A GEORGIA PROFIT CORPORATION

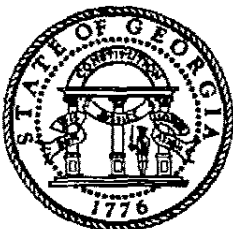
is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated.

Said entity was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date, and has not filed articles of dissolution, certificate of cancellation or any other similar document with the Office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the print date above. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This information is electronically transmitted, issued and certified in accordance with the Georgia Electronic Records and Signatures Act and Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.

20040920202316907



Cathy Cox
Secretary of State