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Florida Department of State  
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Account Name : CORPORATION SERVICE COMPANY **AZHA**  
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TALLAHASSEE, FLORIDA

**FOREIGN PROFIT QUALIFICATION**

**PENTHOUSE MEDIA GROUP, INC.**

Certificate of Status	0
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GENERAL MEDIA

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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. PENTHOUSE MEDIA GROUP, INC.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Ltd.," "Co.," or "Corp.")

~~XXXXXXXXXX~~

(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. XXXXXXXXXX 13-3750988

(FEI number, if applicable)

4. NOVEMBER 9, 1993

(Date of incorporation)

5. PERPETUAL

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

6. UPON QUALIFICATION

(Date first transacted business in Florida, if prior to registration)

(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 2 Pennsylvania Plaza Suite 1125 New York, NY 10121

(Principal office address)

2 Pennsylvania Plaza Suite 1125 New York, NY 10121

(Current mailing address)

8. ALL LAWFUL PURPOSES

(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: Corporation Service Company

Office Address: 1201 Rays Street

Tallahassee

(City)

, Florida 32301

(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

By: [Signature]

(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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**A. DIRECTORS**

20 - Chairman: MARC H. BELL

Address: 6800 BROKEN SOUND OKWY. BOCA RATON FL 33487

XXXXX Chairman: DANIEL C. STATON

Address: 6800 BROKEN SOUND PKWY BOCA RATON FL 33487

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

**B. OFFICERS**

President: MARC H. BELL

Address: 6800 BROKEN SOUND PKWY BOCA RATON FL 33487

~~Vice President~~ TREASURER DANIEL C. STATON

Address: 6800 BROKEN SOUND OKWY BOCA RATON, FL 33847

Secretary: PAUL ASHER

Address: 2 PENN PLAZA SUITE 1925 New YORK, NY 10121

Treasurer: DANIEL C. STATON

Address: 6800 BROKEN SOUND PKWY BOCA RATON FL 33487

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. PAUL ASHER SECRETARY  
(Typed or printed name and capacity of person signing application)

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# Delaware

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## *The First State*

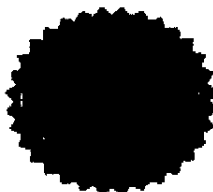
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PENTHOUSE MEDIA GROUP INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTEENTH DAY OF DECEMBER, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PENTHOUSE MEDIA GROUP INC." WAS INCORPORATED ON THE NINTH DAY OF NOVEMBER, A.D. 1993.

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.

FILED  
2004 DEC 21 AM 9:48  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3541535

DATE: 12-13-04

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