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To:

Division of Corporations
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From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : 120000000195
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DIVISION OF CORPORATION

FOREIGN PROFIT QUALIFICATION

MOONMAN PRODUCTIONS INC.

Certificate of Status	0
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Page Count	05
Estimated Charge	\$70.00

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STATE OF FLORIDA
TALLAHASSEE

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MAR. 23. 2005 6:44PM

NO. 4650

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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. MoonMan Productions 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. 20-2487149

(FEI number, if applicable)

4. 3/10/2005

(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. 1515 Broadway, 25th Floor, New York, New York 10036

(Principal office address)

c/o Viacom Inc., 1515 Broadway, New York, New York 10036 Attn: M. Fricklas

(Current mailing address)

8. A MTV production unit.

(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 Hays 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: 

(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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TALLAHASSEE
FLORIDA

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A. DIRECTORS

Chairman: See attached list.

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list.

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. Jane R. Fuerst
(Signature of Director or Officer listed in number 12 of the application)

14. Jane R. Fuerst, Assistant Secretary
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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MoonMan Productions Inc.

Directors:

Michael D. Fricklas
Susan C. Gordon

1515 Broadway, New York, NY 10036
1515 Broadway, New York, NY 10036

Principal Officers

President
Salli Frattini
1515 Broadway
New York, NY 10036

Executive Vice President and Chief Financial Officer

John J. Cucci
1515 Broadway
New York, NY 10036

Executive Vice President and Secretary

Michael D. Fricklas
1515 Broadway
New York, NY 10036

Senior Vice President

Susan C. Gordon
1515 Broadway
New York, NY 10036

Assistant Secretary

Jane R. Fuerst
1515 Broadway
New York, NY 10036

Assistant Treasurer

Kenneth Hill
1515 Broadway
New York, NY 10036

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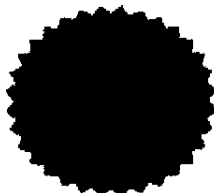
Delaware

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MOONMAN PRODUCTIONS 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 TWENTY-FOURTH DAY OF MARCH, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MOONMAN PRODUCTIONS INC." WAS INCORPORATED ON THE TENTH DAY OF MARCH, A.D. 2005.

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



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050241603

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3765251

DATE: 03-24-05

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