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FOREIGN PROFIT QUALIFICATION

NEW VIACOM INTERNATIONAL CORP.

Certificate of Status	0
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J. BRYAN NOV 29 2005

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:

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TALLAHASSEE, FLORIDA

1. NEW VIACOM INTERNATIONAL CORP.
(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. 20-3696882
(FEI number, if applicable)

4. October 27, 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. c/o Michael D. Fricklas, 1515 Broadway
New York, NY 10036
(Principal office address)

1515 Broadway, New York, NY 10036
(Current mailing address)

8. A communucations and entertainment company To engage in any act or activity for which corporations ~~may be organized~~
(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, Florida 32301
(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.

Corporation Service Company
By:
(Registered agent's signature)
Assistant 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 officers/directors rider

Address:

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

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TALLAHASSEE, FLORIDA

B. OFFICERS

President: See attached officers/directors rider

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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New Viacom International Corp.

Directors:

Michael J. Dolan	1515 Broadway, New York, New York 10036
Michael D. Fricklas	1515 Broadway, New York, New York 10036
Jacques Tortoroli	1515 Broadway, New York, New York 10036

Principal Officers

President
Thomas E. Freston
1515 Broadway
New York, New York 10036

Executive Vice President and Chief Financial Officer
Michael J. Dolan
1515 Broadway
New York, New York 10036

Executive Vice President, General Counsel and Secretary
Michael D. Fricklas
1515 Broadway
New York, New York 10036

Senior Vice President
Jacques Tortoroli
1515 Broadway
New York, New York 10036

Assistant Secretary
Jane R. Fuerst
1515 Broadway
New York, New York 10036

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Delaware

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NEW VIACOM INTERNATIONAL CORP." 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-THIRD DAY OF NOVEMBER, A.D. 2005.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "NEW VIACOM INTERNATIONAL CORP." WAS INCORPORATED ON THE TWENTY-SEVENTH DAY OF OCTOBER, A.D. 2005.

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 4318710

DATE: 11-23-05

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