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TALLAHASSEE, FLORIDA

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FOREIGN PROFIT/NONPROFIT CORPORATION

CPI Touring (USA), Inc.

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T. Burch DEC 6 2006

**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. CPI Touring (USA), 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. 20-2530567
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. March 18, 2005 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. 10 Alcorn Avenue, Suite 304, Toronto, Ontario, Canada M4V 3A9
(Principal office address)
10 Alcorn Avenue, Suite 304, Toronto, Ontario, Canada M4V 3A9
(Current mailing address)

8. Any and all purposes allowed under Florida law
(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, 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]
(Registered agent's signature)

Jeffrey D. Butterfield
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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A. DIRECTORS

Chairman: Michael Cohl

Address: 10 Alcorn Avenue, Suite 304, Toronto, Ontario, Canada M4V 3A9

Vice Chairman: Michael Rapino

Address: 10 Alcorn Avenue, Suite 304, Toronto, Ontario, Canada M4V 3A9

Director: Alan Ridgeway

Address: 10 Alcorn Avenue, Suite 304, Toronto, Ontario, Canada M4V 3A9

Director: _____

Address: _____

B. OFFICERS

President: Michael Rapino

Address: 10 Alcorn Avenue, Suite 304, Toronto, Ontario, Canada M4V 3A9

Vice President: Chief Executive Officer/ Michael Cohl

Address: 10 Alcorn Avenue, Suite 304, Toronto, Ontario, Canada M4V 3A9

Secretary: Chief Financial Officer/Gary Moss

Address: 10 Alcorn Avenue, Suite 304, Toronto, Ontario, Canada M4V 3A9

Treasurer: and Secretary/Alan Ridgeway

Address: 10 Alcorn Avenue, Suite 304, Toronto, Ontario, Canada M4V 3A9

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

13. [Signature]
(Signature of Director or Officer listed in number 12 of the application)

14. GARY MOSS CFO
(Typed or printed name and capacity of person signing application)

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CPI TOURING (USA), 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 FOURTH DAY OF DECEMBER, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5245613

DATE: 12-04-06