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TALLAHASSEE, FLORIDA

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 664432 7479103

AUTHORIZATION : *[Signature]*

COST LIMIT : \$70.00

ORDER DATE : December 13, 2006

ORDER TIME : 9:07 AM

ORDER NO. : 664432-020

CUSTOMER NO: 7479103

FOREIGN FILINGS

NAME: ENTERTAINMENT PARTNERS
PRODUCTION SERVICES, LTD.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY
_____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Troy Todd -- EXT# 2940

EXAMINER: _____

**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. ENTERTAINMENT PARTNERS PRODUCTION SERVICES, LTD., 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. Pending

(FEI number, if applicable)

4. November 08, 2006

(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)

c/o Entertainment Partners - Mike Wofford, Suite Legal Dept, 2835 N. Naomi Street

7. Burbank, CA 91504

(Principal office address)

Suite Legal Dept, 2835 N. Naomi Street, Burbank, CA 91504

(Current mailing address)

8. We are a production payroll company for the entertainment industry. 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: Deborah D. Skipper
(Registered agent's signature)

Deborah D. Skipper
Asst. V. Pres.

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.

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FLORIDA
SECRETARY OF STATE

12. Names and business addresses of officers and/or directors:

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A. DIRECTORS

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Chairman: See attached officers/directors rider

Address: _____

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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. _____

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

14. Michael K. Wofford, Secretary

(Typed or printed name and capacity of person signing application)

OFFICERS/DIRECTORS RIDER

FL-Application by Foreign Corporation for Authorization

ENTERTAINMENT PARTNERS PRODUCTION SER

List of Officers

Name: Markham L. Goldstein **Title:** President and CEO
Bus. Addr.: 2835 N. Naomi Street, Burbank, CA 91504

Name: Michael K. Wofford **Title:** Secretary
Bus. Addr.: 2835 N. Naomi Street, Burbank, CA 91504

Name: George M. Vaughan **Title:** CFO
Bus. Addr.: 2835 N. Naomi Street, Burbank, CA 91504

List of Directors

Name: Markham L. Goldstein **Term:** Nov 30, 2009
Bus. Addr.: 2835 N. Naomi Street, Burbank, CA 91504

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TALLAHASSEE, FLORIDA

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ENTERTAINMENT PARTNERS PRODUCTION SERVICES, LTD." 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 FIFTEENTH DAY OF DECEMBER, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ENTERTAINMENT PARTNERS PRODUCTION SERVICES, LTD." WAS INCORPORATED ON THE EIGHTH DAY OF NOVEMBER, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED 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: 5283608

DATE: 12-15-06