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Florida Department of State  
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To:

Division of Corporations  
Fax Number : (850) 205-0381

From:

Account Name : CORPORATION SERVICE COMPANY  
Account Number : I20000000195  
Phone : (850) 521-1000  
Fax Number : (850) 558-1575

ISC #2940

FOREIGN PROFIT/NONPROFIT CORPORATION

MARVEL CHARACTERS, INC.

Certificate of Status	1
Certified Copy	1
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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. Marvel Characters, 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. 13-3841782  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. July 10, 1995 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. N/A-No business prior to registration

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

7. Marvel Characters, Inc. 9242 Beverly Boulevard, Suite 350, Beverly Hills, CA 90210

(Principal office address)

Marvel Characters, Inc., 9242 Beverly Boulevard, Suite 350, Beverly Hills, CA 90210

(Current mailing address)

8. Conduct general business matters including those related to the Company's character licensing business  
(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: 

**Troy Todd**  
as its agent

(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.

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TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: \_\_\_\_\_

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

Vice Chairman: \_\_\_\_\_

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

Director: John Turitzin

Address: Marvel Entertainment, Inc., 417 5th Avenue, New York, New York 10016

Director: Benjamin Dean

Address: Marvel Entertainment, Inc., 417 5th Avenue, New York, New York 10016

B. OFFICERS

President: Isaac Perlmutter

Address: P.O. Box 1928 Lake Worth, FL 33460

Vice President: John Turitzin

Address: Marvel Entertainment, Inc., 417 5th Avenue, New York, New York 10016

Secretary: Benjamin Dean

Address: Marvel Entertainment, Inc., 417 5th Avenue, New York, New York 10016

Treasurer: Kenneth P. West

Address: Marvel Entertainment, Inc., 417 5th Avenue, New York, New York 10016

NOTE: *See Attachment for Additional Officers* → 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. John Turitzin, Executive Vice President  
(Typed or printed name and capacity of person signing application)

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**Question 12 B Additional Officers:**

**Vice President: David Maisel**

**Address: 9242 Beverly Boulevard, Suite 350, Beverly Hills CA 90210**

**Vice President, Deputy General Counsel: Eli Bard**

**Address: Marvel Entertainment, Inc., 417 5<sup>th</sup> Avenue, New York, NY 10016**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# Delaware

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MARVEL CHARACTERS, 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 NINTH DAY OF JANUARY, A.D. 2007.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MARVEL CHARACTERS, INC." WAS INCORPORATED ON THE TENTH DAY OF JULY, A.D. 1995.

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



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

AUTHENTICATION: 5341134

DATE: 01-09-07