

FEB 8. 2008 3:22PM

NO. 788

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**F08000000611**

## Florida Department of State

Division of Corporations  
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**To:**

Division of Corporations  
Fax Number : (850) 617-6381

**From:**

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

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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*Cindy Harris Est 798*

## FOREIGN PROFIT/NONPROFIT CORPORATION

MARVEL CHARACTERS B.V., INC.

Certificate of Status	1
Certified Copy	1
Page Count	06
Estimated Charge	\$87.50

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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 B.V., 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. The Netherlands 3. 98-0564125  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. January 30th, 2008 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 B.V., 2240 Palm Beach Lakes Blvd., Suite 101, West Palm Beach, FL 33409

(Principal office address)

Marvel Characters B.V., 2240 Palm Beach Lakes Blvd., Suite 101, West Palm Beach, FL 33409

(Current mailing address)

8. Conduct general business matters related to the Company's 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.*

Cynthia L. Harris  
(Registered agent's signature)

**Cynthia L. Harris**  
**Asst. 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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12. Names and business addresses of officers and/or directors: 08 FEB -8 PM 2: 16

**A. DIRECTORS**

Chairman: David Maisel

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Address: Marvel Entertainment, Inc., 9242 Beverly Boulevard, Suite 350, Beverly Hills, CA 90210

Vice Chairman: Alan Fine

Address: Marvel Entertainment, Inc., 417 Fifth Avenue, New York, NY 10018

Director: Matt Finick

Address: Marvel Entertainment, Inc., 417 Fifth Avenue, New York, NY 10018

Director: \_\_\_\_\_

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

**B. OFFICERS**

President: \_\_\_\_\_

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. Matt Finick

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

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TALLAHASSEE, FLORIDA

File number: 24429791

Page 00001

English translation of an extract from the trade register of the Chambers of Commerce. This registration is administrated by the Chamber of Commerce for Rotterdam

Legal person:

Legal form	:Besloten Vennootschap (Private Limited Liability Company)
Name	:Marvel Characters B.V.
Statutory seat	:Rotterdam
First registration in the trade register	:31-01-2008
Incorporation deed	:30-01-2008
Authorized capital	:EUR 90.000,00
Issued capital	:EUR 18.000,00
Paid up capital	:EUR 18.000,00

Undertaking:

Tradenname(s)	:Marvel Characters B.V.
Address	:9242 Beverly Boulevard Suite 350, Beverly Hills, CA 90210 United States of America
Date of establishment	:30-01-2008
Description of business conducted	:See Dutch extract
Employees	:0

Single shareholder:

Name	:MVL International C.V.
Address	:Dubai Int. Fin. Centre, The Gate L.5, East W.P.O Box 21104 Dubai, United Arab Emirates

Registration trade register under file number	:34291699
Single shareholder since	:30-01-2008

Director(s):

Name	:Finick, Matthew Walter
Date and place of birth	:30-01-1970, Bridgeport, Connecticut, United States of America
Address	:115 North Sweetzer Avenue app. 103, 90048 Los Angeles, California, United States of America
Date of entry into office	:30-01-2008
Powers	:Solely/independently authorised

01-02-2008

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Name	:Fine, Alan Paul .....
Date and place of birth	:08-09-1950, New York, United States of America
Address	:7720 Winding Bay Lane 33412 West, Palm Beach, . Florida, United States of America .....
Date of entry into office	:30-01-2008 .....
Powers	:Solely/independently authorised .....

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Name	:Maisel, David Roland .....
Date and place of birth	:06-06-1962, New York, United States of America
Address	:7660 Beverly Boulevard 412 90036, Los Angeles, California, United States of America .....
Date of entry into office	:30-01-2008 .....
Powers	:Solely/independently authorised .....

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Issued by the chamber of commerce

Utrecht, 01-02-2008  
Extract has been produced at 13.52

For extract

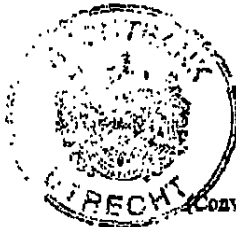


drs H.C.W.M. Jooren  
Dir. Voorlichting en Wetsuitvoering

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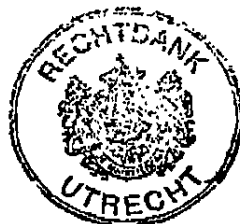
**APOSTILLE**

(Convention de La Haye du 5 octobre 1961)

1. Country: The Netherlands  
This public document
2. has been signed by:  
drs. H.C.W.M. Jooren
3. acting in the capacity of:  
servant of the chamber of commerce
4. bears the seal/stamp of:  
—

**Authenticated**

5. at Utrecht,
6. 01 February 2008
7. by the registrar of the courts of first instance of Utrecht
8. no. 08/280
9. Stamp
10. Signature



M.H. Hewitt