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MRS
2/13



CORPORATION SERVICE COMPANY

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TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 439894 4319220

AUTHORIZATION :

COST LIMIT : \$ 70.00

[Handwritten signature]

ORDER DATE : February 11, 2008

ORDER TIME : 9:40 AM

ORDER NO. : 439894-035

CUSTOMER NO: 4319220

FOREIGN FILINGS

NAME: NEW 38TH FLOOR PRODUCTIONS
INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Susie Knight -- EXT# 2956

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. New 38th Floor Productions 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. 26-1439060

(FEI number, if applicable)

4. November 6, 2007

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. _____

(Date first transacted business in Florida, if prior to registration)

(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 1515 Broadway, New York, New York 10036

(Principal office address)

1515 Broadway, New York, New York 10036

(Current mailing address)

8. Payroll company

(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

(City)

, Florida 32301

(Zip code)

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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: Sue G. Knight

(Registered agent's signature)

Sue G. Knight
as its agent

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: _____

Address: _____

^{Director}
~~Vice Chairman~~: Thomas E. Dooley

Address: 1515 Broadway, New York, New York 10036

Director: Michael D. Fricklas

Address: 1515 Broadway, New York, New York 10036

Director: Jacques Tortoroli

Address: 1515 Broadway, New York, New York 10036

B. OFFICERS

President: Kevin Kay

Address: 1515 Broadway, New York, New York 10036

Vice President: George Cheeks

Address: 1515 Broadway, New York, New York 10036

Secretary: Michael D. Fricklas

Address: 1515 Broadway, New York, New York 10036

Treasurer: George S. (Toby) Nelson

Address: 1515 Broadway, New York, New York 10036

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)

Additional Principal Officers

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

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NEW 38TH FLOOR PRODUCTIONS 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 ELEVENTH DAY OF FEBRUARY, A.D. 2008.

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 38TH FLOOR PRODUCTIONS INC." WAS INCORPORATED ON THE SIXTH DAY OF NOVEMBER, A.D. 2007.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6374477

DATE: 02-11-08