

F09000003301

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H09000185516 3)))



Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2009 AUG 20 AM 11:55

FILED

FOREIGN PROFIT/NONPROFIT CORPORATION

VIACOM INC.

| | |
|-----------------------|------------|
| Certificate of Status | 0 |
| Certified Copy | 0 |
| Page Count | 05 |
| Estimated Charge | \$1,220.00 |

Electronic Filing Menu

Corporate Filing Menu

Help

RECEIVED
DEPARTMENT OF STATE
09 AUG 20 AM 8:10

10/20/09 AUG 21 2009

**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. Viacom Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

Viacom Media Inc.

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. DE

(State or country under the law of which it is incorporated)

3. 20-3515052

(FEI number, if applicable)

4. 09/22/2005

(Date of incorporation)

5. Perpetual

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

6. January 1, 2008

(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. Entertainment and media holding 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)

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

Joyce L. Markley
as its agent

By: Joyce L. Markley

(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.

2009 AUG 20 AM 11:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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

A. DIRECTORSChairman: Please see attached list.

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERSPresident: Please see attached list.

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. 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)

FILED
2009 AUG 20 AM 11:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VIACOM INC.

Directors:

| | |
|---------------------|-------------------------------------|
| Sumner M. Redstone | - 1515 Broadway, New York, NY 10036 |
| Shari Redstone | - 1515 Broadway, New York, NY 10036 |
| George Abrams | - 1515 Broadway, New York, NY 10036 |
| Philippe P. Dauman | - 1515 Broadway, New York, NY 10036 |
| Thomas E. Dooley | - 1515 Broadway, New York, NY 10036 |
| Alan C. Greenberg | - 1515 Broadway, New York, NY 10036 |
| Robert K. Kraft | - 1515 Broadway, New York, NY 10036 |
| Blythe J. McGarvie | - 1515 Broadway, New York, NY 10036 |
| Charles E. Phillips | - 1515 Broadway, New York, NY 10036 |
| Frederic V. Salerno | - 1515 Broadway, New York, NY 10036 |
| William Schwartz | - 1515 Broadway, New York, NY 10036 |

Principal Officers:President and Chief Executive Officer

Philippe P. Dauman
1515 Broadway
New York, New York 10036

Senior Executive Vice President, Chief Administrative Officer and Chief Financial Officer

Thomas E. Dooley
1515 Broadway
New York, New York 10036

Executive Vice President, General Counsel and Secretary

Michael D. Fricklas
1515 Broadway
New York, New York 10036

Senior Vice President and Treasurer

George S. (Toby) Nelson
1515 Broadway
New York, New York 10036

Assistant Secretary

Jane R. Fuerst
1515 Broadway
New York, New York 10036

2009 AUG 20 AM 11:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VIACOM 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 EIGHTEENTH DAY OF AUGUST, A.D. 2009.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "VIACOM INC." WAS INCORPORATED ON THE TWENTY-SECOND DAY OF SEPTEMBER, A.D. 2005.

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

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

2009 AUG 20 AM 11:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

4034364 8300

090786814

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7481295

DATE: 08-18-09