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**Florida Department of State
Division of Corporations
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To: **001668. 123381**
 Division of Corporations
 Fax Number : (850) 617-6381

From:
 Account Name : CORPDIRECT AGENTS, INC.
 Account Number : 110450000714
 Phone : (850) 222-1173
 Fax Number : (850) 224-1640

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TALLAHASSEE, FLORIDA

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**Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

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**FOREIGN PROFIT/NONPROFIT CORPORATION
RHYTHM AND HUES, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
TALLAHASSEE, 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. Rhythm and Hues, 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. California 3. _____
(State or country under the law of which it is incorporated) (PEI number, if applicable)

4. November 24, 1987 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. 5404 Jandy Place, Los Angeles, CA 90068
(Principal office address)

5404 Jandy Place, Los Angeles, CA 90068
(Current mailing address)

8. To employ individuals for post production/visual effects/computer animation services
(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: CorpDirect Agents, Inc.

Office Address: 515 E. Park Avenue

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.

Katie Wonsch, Asst. Sec.

(Registered agent's signature) Katie Wonsch, Assistant Secretary

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

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

A. DIRECTORS

Chairman: John Hughes

Address: 5404 Jandy Place

Los Angeles, CA 90066

Vice Chairman: _____

Address: _____

Director: Pauline Ts'o

Address: 5404 Jandy Place

Los Angeles, CA 90066

Director: Keith Goldfarb

Address: 5404 Jandy Place

Los Angeles, CA 90066

B. OFFICERS

President: John Hughes

Address: 5404 Jandy Place

Los Angeles, CA 90066

Vice-President: Chief Financial Officer: David Weinberg

Address: 5404 Jandy Place

Los Angeles, CA 90066

Secretary: Pauline Ts'o

Address: 5404 Jandy Place, Los Angeles, CA 90066

Treasurer: Pauline Ts'o

Address: 5404 Jandy Place, Los Angeles, CA 90066

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. David Weinberg, Chief Financial Officer
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

**ADDENDUM TO APPLICATION BY FOREIGN CORPORATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

12. (ADDITIONAL DIRECTORS)

A.

Director: Ray Fooney
Address: 5404 Jandy Place
Los Angeles, CA 90066

Director: David Weinberg
Address: 5404 Jandy Place
Los Angeles, CA 90066

Director: Lee Berger
Address: 5404 Jandy Place
Los Angeles, CA 90066

Director: Prashant Buyyala
Address: 5404 Jandy Place
Los Angeles, CA 90066

To: FL Dept of State
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From: Kim Weidenbach

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**State of California
Secretary of State**

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CERTIFICATE OF STATUS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ENTITY NAME:

RHYTHM AND HUES, INC.

FILE NUMBER: C1423331
FORMATION DATE: 11/24/1987
TYPE: DOMESTIC CORPORATION
JURISDICTION: CALIFORNIA
STATUS: ACTIVE (GOOD STANDING)

I, DEBRA BOWEN, Secretary of State of the State of California,
hereby certify:

The records of this office indicate the entity is authorized to
exercise all of its powers, rights and privileges in the State of
California.

No information is available from this office regarding the financial
condition, business activities or practices of the entity.



IN WITNESS WHEREOF, I execute this certificate
and affix the Great Seal of the State of
California this day of April 16, 2010.

Debra Bowen

**DEBRA BOWEN
Secretary of State**