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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) 558-1515

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10 JUL -1 PM 12:12

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AND
FILED

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

Email Address:

FOREIGN PROFIT/NONPROFIT CORPORATION
LIVE NATIONAL MERCHANDISE, INC.

Table with 2 columns: Description and Value. Rows include Certificate of Status (0), Certified Copy (0), Page Count (05), and Estimated Charge (\$70.00).

10 JUL -1 AM 11:28

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Handwritten initials

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. Live Nation Merchandise, 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. 94 3329826
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 10/22/07 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. 9348 Civic Center Drive, Beverly Hills, California 90210
(Principal office address)

9348 Civic Center Drive, Beverly Hills, California 90210
(Current mailing address)

8. Merchandise and apparel
(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: Doreen Wallace
(Registered agent's signature) Doreen Wallace

Assistant 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.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. DIRECTORS

Chairman: Michael Rapino

Address: 9348 Civic Center Drive, Beverly Hills, California 90210

Vice Chairman: Kathy Willard

Address: 9348 Civic Center Drive, Beverly Hills, California 90210

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: SEE ATTACHMENT

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. Kathy Willard, CFO and Assistant Secretary

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Live Nation Merchandise, Inc.

Officers

9348 Civic Center Drive, Beverly Hills, California 90210

Chairman: Michael Rapino

Chief Executive Officer: Dell Furano

President and COO: Phil Cussen

Chief Financial Officer and Assistant Secretary: Kathy Willard

Executive Vice President, General Counsel and Secretary: Michael Rowles

Senior Vice President - Corporate Tax: Michael Sanchez

Assistant Secretary: Eric Lassen

Assistant Secretary: Bill Lowe

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "LIVE NATION MERCHANDISE, 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 THIRTIETH DAY OF JUNE, A.D. 2010.

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.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "LIVE NATION MERCHANDISE, INC." WAS INCORPORATED ON THE TWENTY-SECOND DAY OF OCTOBER, A.D. 2007.

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100706852

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



Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8089143

DATE: 06-30-10