

F9500002318

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PETER W. METTLER
PETER MATWICEYK
MARIA TERESA DIPASQUALE
BENJAMIN P. BROWN

April 28, 1995

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*****70.00 *****70.00

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY 11 PM 12:30

Re: TMZ-The Music Zone Fictitious Name

Dear Sir:

Enclosed for filing are the following:

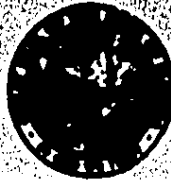
1. Application for Registration of Fictitious Name;
2. Application by Foreign Corporation for Authorization to Transact Business in Florida;
3. Proof of Publication of Notice of Fictitious Name Law;
4. Certificate of Good Standing from the Colorado Secretary of State for LMC Music, Inc.;
5. Our check in the amount of \$60.00. This amount represents the filing fee of \$50.00 and the cost of the Certificate of Status.

Please telephone me if you have any questions.

Very truly yours,

Kathy B. Hodge
Kathy B. Hodge, Secretary
to Peter W. Mettler

PWM/kbh
Enclosures
cc: Constance J. Wodlinger



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 4, 1995

METTLER & MATWICZYK
% KATHY B. HODGE
P.O. BOX 3386
PALM BEACH, FL 33480

SUBJECT: LMC MUSIC, INC.
Ref. Number: W9500009473

We have received your document for LMC MUSIC, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$70.00.

The date first transacted business in Florida within the meaning of s. 607.1501, F.S., must be set forth in section 6 of the application. If the corporation has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office is required to collect the minimum civil penalty of \$500 for each year other than the application filing year, that a foreign corporation transacts business in this state without authority along with the past annual report fees due this office.)

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6094.

Steven Harris
Corporate Specialist

Letter Number: 495A00021772

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

1. LMC MUSIC, INC.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Colorado
(State or country under the law of which it is incorporated)
3. Applied for
(FEI number, if applicable)
4. 1/5/95
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 8101 E. Prentice Avenue, Ste. 500
Englewood, CO 80111
(Current mailing address)
8. Music Video
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent:
Name: Constance J. Wodlinger
Office Address: 2875 S. Ocean Boulevard, Ste. 109
Palm Beach, Florida, 33480
(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.


(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.

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

A. DIRECTORS

Chairman: See attached Schedule

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. David Koff
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. David B. Koff, Vice President
(Typed or printed name and capacity of person signing application)

Schedule A

LMC MUSIC, INC.

OFFICERS:

Peter R. Barton	Chairman of the Board	c/o Liberty Media Corporation 8101 E. Prentice Ave., Suite 500 Englewood, CO 80111
Edward C. Frazier	President and CEO	c/o Liberty Sports 600 E. Las Colinas Blvd., Suite 2200 Irving, TX 75039
James A. Martin	Exec. Vice President Prime Sports Regionals	c/o Prime Sports 44 Cook Street, Suite 600 Denver, CO 80206
Robert R. Bennett	Senior Vice President	c/o Liberty Media Corporation 8101 E. Prentice Ave., Suite 500 Englewood, CO 80111
John M. Draper	Senior Vice President and Assistant Secretary	c/o Liberty Media Corporation 8101 E. Prentice Ave., Suite 500 Englewood, CO 80111
Stephen M. Brett	Vice President/ Assistant Secretary	c/o TCI 5619 DTC Parkway Englewood, CO 80111
Vivian J. Carr	Vice President/ Assistant Secretary	c/o Liberty Media Corporation 8101 E. Prentice Ave., Suite 500 Englewood, CO 80111
David B. Koff	Vice President	c/o Liberty Media Corporation 8101 E. Prentice Ave., Suite 500 Englewood, CO 80111
Jeffrey J. King	Vice President	c/o Liberty Sports 600 E. Las Colinas Blvd., Suite 2200 Irving, TX 75039

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Lynn G. Geick	Vice President	c/o Liberty Sports 600 E. Las Colinas Blvd., Suite 2200 Irving, TX 75039
Kevin L. Lehman	Treasurer	c/o Liberty Sports 600 E. Las Colinas Blvd., Suite 2200 Irving, TX 75039
Mark R. Boyes	Secretary	c/o Liberty Sports 600 E. Las Colinas Blvd., Suite 2200 Irving, TX 75039
Alan J. Finegold	Vice President	c/o Liberty Sports 600 E. Las Colinas Blvd., Suite 2200 Irving, TX 75039
Jack Stanfield	Vice President	c/o Liberty Sports 600 E. Las Colinas Blvd., Suite 2200 Irving, TX 75039

DIRECTORS:

Peter R. Barton	Address Above
Robert R. Bennett	" "
Edward C. Frazier	" "
James A. Martin	" "

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STATE OF COLORADO

DEPARTMENT OF STATE CERTIFICATE

I, VICTORIA BUCKLEY, Secretary of State of the State of Colorado hereby certify that

According to the records of this office

LMC MUSIC, INC.
(COLORADO CORPORATION)

file # 951001114 was filed in this office on JANUARY 05, 1995, and has complied with the applicable provisions of the laws of the State of Colorado and on this date is in good standing and authorized and competent to transact business or to conduct its affairs within this state.

Dated: MARCH 31, 1995

Victoria Buckley

SECRETARY OF STATE

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