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DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 603538 86901H

AUTHORIZATION :

Patricia Payne

COST LIMIT : \$ 70.00

ORDER DATE : May 23, 1995

ORDER TIME : 10:22 AM

ORDER NO. : 603538

CUSTOMER NO: 86901H

700001496867

CUSTOMER: Ms. Rene Payne
Prentice Hall Legal &
830 Bear Tavern Road
Suite 305
Trenton, NJ 086281020

FOREIGN FILINGS

NAME: HEROES WORLD DISTRIBUTION, INC

☒ PROFIT
☐ NON-PROFIT

☒ CORPORATE
☐ LIMITED PARTNERSHIP

☒ QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY
☒ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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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. Heroes World Distribution, 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. Delaware
(State or country under the law of which it is incorporated)
3. 13-380-1546
(FEI number, if applicable)
4. December 21, 1994
(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. 961 Route 10 East, Randolph, New Jersey 07869
(Current mailing address)
8. Marketing and distribution of comic books and related consumer products.
(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: The Prentice-Hall Corporation System, Inc.
Office Address: 1201 Hays Street, Suite 105
Tallahassee, 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.
The Prentice-Hall Corporation System, Inc.
By: Don Threl
(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.

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12. Name and address of officers and directors

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: see attachment

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.

Robert L. Losey
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14.

Robert L. Losey, Vice President and Secretary
(Typed or printed name and capacity of person signing application)

DIRECTORS

William C. Bevins
35 East 62nd Street
New York, NY 10021

Terry C. Stewart
387 Park Avenue South
New York, NY 10016

Paul E. Shapiro
387 Park Avenue South
New York, NY 10016

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OFFICERS

Ivan Snyder
961 Route 10 East
Building L
Randolph, NJ 07869

President and Chief Operating
Officer

Bobby G. Jenkins
387 Park Avenue South
New York, NY 10016

Vice President and Chief
Financial Officer

Robert L. Losey
387 Park Avenue South
New York, NY 10016

Vice President and Secretary

Howard Skolnik
387 Park Avenue South
New York, NY 10016

Vice President

Paul E. Shapiro
387 Park Avenue South
New York, NY 10016

Vice President

Irene Snyder
961 Route 10 East
Building L
Randolph, NJ 07869

Vice President

Keith Snyder
961 Route 10 East
Building L
Randolph, NJ 07869

Vice President

Stephen Snyder
961 Route 10 East
Building L
Randolph, NJ 07869

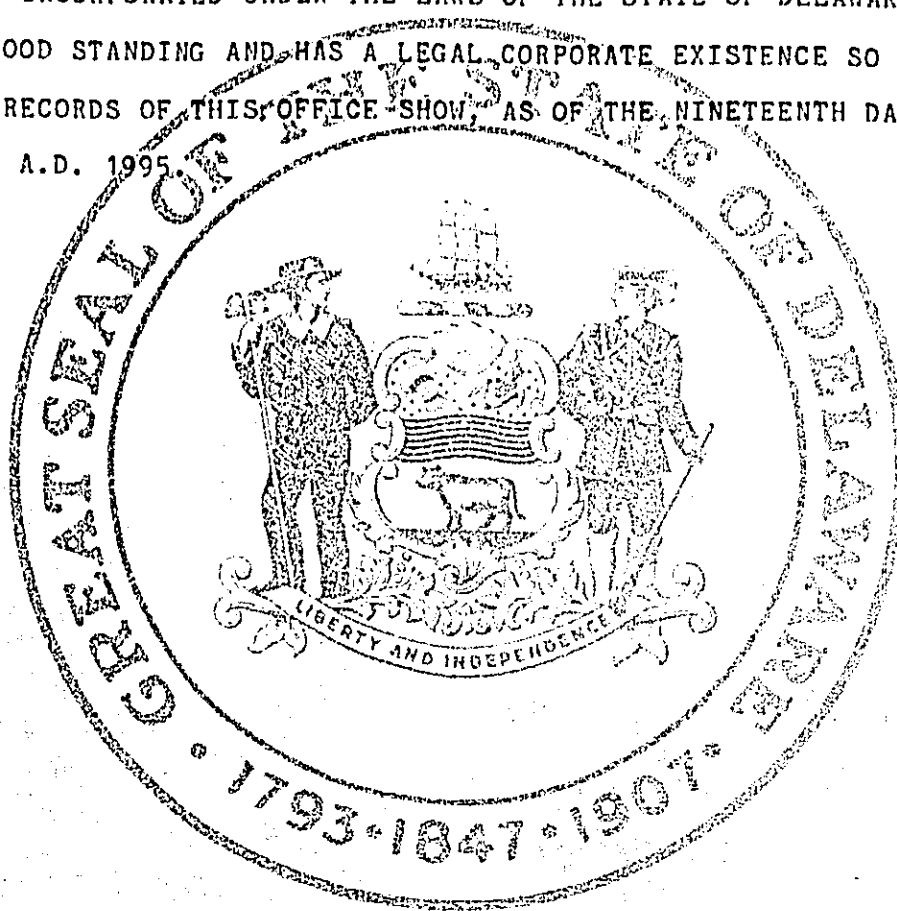
Vice President

Terry C. Stewart
387 Park Avenue South
New York, NY 10016

Vice President

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HEROES WORLD DISTRIBUTION, 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 NINETEENTH DAY OF MAY, A.D. 1995.



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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

7511343

DATE:

05-19-95