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9 MAY 3 11 33
DIVISION OF CORPORATIONS

CT CORPORATION SYSTEM

Requestor's Name

660 EAST JEFFERSON STREET

Address

TALLAHASSEE FL 32301 222-1092

City

State

Zip

Phone

700001501917
-05/31/95--01045--010
*****70.00 *****70.00

CORPORATION(S) NAME

The Actava Group, Inc.

- | | | |
|----------------------------------------------------|-------------------------------------------------|-------------------------------------------------|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input checked="" type="checkbox"/> Foreign | | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| | | <input type="checkbox"/> Fictitious name Filing |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name
Availability
Document Examiner
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Verifier
Acknowledgment
W.P. Verifier

5/31
3:00

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5/31

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CLERK OF STATE
DIVISION OF CORPORATIONS
95 MAY 31 PM 2:36

9. Officers:

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida 33324

Zip Code

11. 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: _____

C T Corporation System

(Officer)

(Typed Name and Title of Officer)

John J. Masters

Asst. Secy.

12. 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.

13. _____
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. Jimmie W. Jones, Assistant Secretary

(Name and capacity of person signing application)

List of
Officers and Directors
of
THE ACTAVA GROUP INC.

Officers

Directors

John D. Phillips (President, CEO) 967 Buckingham Circle Atlanta, Georgia 30327	Clark A. Johnson 1417 Hillcrest Forth Worth, Texas 76107
Frederick B. Beilstein (Sr. VP, Treas., CFO) 2685 Hazy Hollow Run Roswell, Georgia 30076	Anthony F. Kopp 75-107 Pepperwood Drive Indian Wells, California 92210
Walter M. Grant (Sr. VP, Gen. Csl., Secy.) 23 Rose Gate Drive Atlanta, Georgia 30342	J.M. Darden, III 312 Blackland Road Atlanta, Georgia 30342
W. Tod Chmar (Sr. VP) 2164 Ponce de Leon Avenue Atlanta, Georgia 30327	Carl E. Sanders 3488 Tuxedo Road, NW Atlanta, Georgia 30305
Victor E. Goetz (Controller, Asst. Secy) 1339 Paces Forest Drive Atlanta, Georgia 30327	John E. Aderhold 870 Fairfield Road, NW Atlanta, Georgia 30327
Sherry L. Melchior (Asst. Secy.) 7084 Chappel Circle Doraville, Georgia 30360	John P. Imlay, Jr. 999 Stovall Boulevard Atlanta, Georgia 30319
Bridget B. Sullivan (Asst. Secy.) 112 Calibre Lake Parkway Smyrna, Georgia 30082	Richard Nevins 647 Las Colindas Road San Rafael, California 94903
Jimmie W. Jones (Asst. Secy.) 2721 Emerald Drive Jonesboro, Georgia 30236	John D. Phillips 967 Buckingham Circle Atlanta, Georgia 30327
	Michael E. Cahr 1051 Saxony Drive Highland Park, Illinois 60035

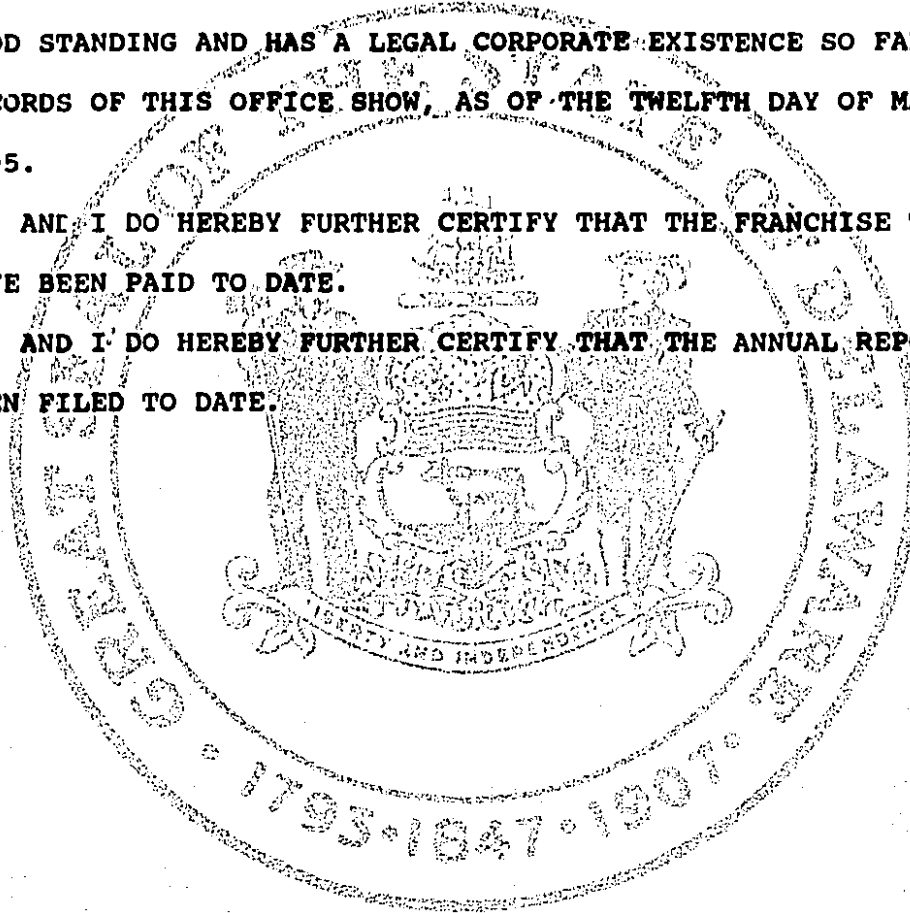
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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THE ACTAVA GROUP 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 TWELFTH DAY OF MAY, A.D. 1995.

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.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY 31 PM 2:36



Edward J. Freel

Edward J. Freel, Secretary of State

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950105522

AUTHENTICATION:

DATE:

7503964

05-12-95

F95 000000 2636
1201 HAY STREET
TALLAHASSEE, FL 32301
904-222-0171
904-222-0393 FAX



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96 JAN 26 PM 2:17
96 JAN 26 AM 10:34
DIVISION OF CORPORATIONS
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032
REFERENCE : 819538 4806702
AUTHORIZATION : Patricia Pzyts
COST LIMIT : \$ 35.00

ORDER DATE : January 25, 1996

ORDER TIME : 11:27 AM

ORDER NO. : 819538

900001699489

CUSTOMER NO: 4806702

CUSTOMER: Ms. Laura Malloch
Metromedia Company
One Meadowlands Plaza

East Rutherford, NJ 07073

FOREIGN FILINGS

NAME: THE ACTAVA GROUP, INC.

XX PROFIT
 NON-PROFIT

 CORPORATE
 LIMITED PARTNERSHIP

XXXX WITHDRAWAL/CANCELLATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

N. HENDRICKS JAN 29 1996

CONTACT PERSON: KAREN ROZAR

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL OF AUTHORITY
TO TRANSACT BUSINESS OR CONDUCT AFFAIRS IN FLORIDA**

The Actava Group, Inc.

(Name of Corporation)

Delaware

(Incorporated Under Laws Of)

FILED
JAN 26 AM 10:36
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

c/o Metromedia Company, One Meadowlands Plaza

(Mailing Address)

East Rutherford, New Jersey 07073-2137

(City - State - Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.

Susan M. Klebanoff
Signature

January 16, 1996

Date

Susan Klebanoff
Typed or printed name

Assistant Secretary
Title