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CARYN S. ...
A PROFESSIONAL CORPORATION
EALSO ADMITTED TO THE BAR

TELEPHONE (310) 207-0266
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RECYCLED

F95000003006

VIA FEDERAL EXPRESS

Qualification/Tax Lien
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314
Attn: Mr. Hart Collins

500001519965
-06/22/95--01002--008
*****70.00 *****70.00

Re: Del Azul, Inc.

Dear Mr. Collins:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

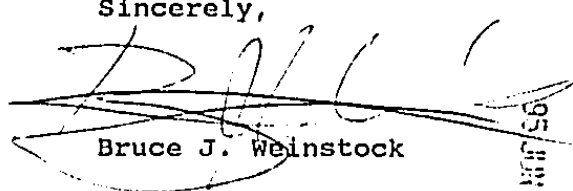
Please return all correspondence concerning this matter to the following:

Bruce J. Weinstock, Esq.
12400 Wilshire Blvd., Suite 450
Los Angeles, California 90025

Should you need to call someone concerning this matter, please call: Bruce J. Weinstock, Esq. at (310) 207-0266.

I thank you in advance for your courtesy and cooperation in this matter.

Sincerely,


Bruce J. Weinstock

BJW:ccs
Enclosures

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN 21 PM 12:44

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. Dal Azul, 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. California 3. 95-4533441
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. June 1, 1995 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. June 1, 1995
(Date first transacted business in Florida. (See sections 007.1501, 007.1502, and 817.155, F.S.)

7. 12400 Wilshire Blvd., Suite 450
Los Angeles, CA 90025
(Current mailing address)

8. Entertainment production
(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: Richard Weiss, Esq.
Office Address: 2665 So. Bayshore Dr., #204
Miami, 33133
Florida, (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.*

Richard Jay Weiss
(Registered agent's signature)
Richard Weiss, Esq.

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. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: Sam Riddle

Address: c/o Places of Learning, 6825 Academic Dr., Orlando, FL
5900 Wilshire Blvd., #2530, L.A., CA 90036 32821

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Sam Riddle c/o Places of Learning

Address: 6825 Academic Drive
Orlando, FL 32821

Vice President: _____

Address: _____

Secretary: Sam Riddle c/o Places of Learning

Address: 6825 Academic Drive
Orlando, FL 32821

Treasurer: Sam Riddle c/o Places of Learning

Address: 6825 Academic Drive, Orlando, FL 32821

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

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

14. Sam Riddle, President
(Typed or printed name and capacity of person signing application)

