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CSC networks
PRITCHARD
LEGAL & FINANCIAL SERVICES

1201 HAYS STREET
TALLAHASSEE, FL 32301

800-342-8086

95 JUL 27 10:11 AM '95
DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 649359 4656B

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 122.50

ORDER DATE : July 27, 1995

ORDER TIME : 10:11 AM

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ORDER NO. : 649359

CUSTOMER NO: 4656B

CUSTOMER: Kristy Hair, Legal Assistant
Greenberg Traurig Hoffman
15th Floor
515 East Las Olas Boulevard
Fort Lauderdale, FL 33301

FOREIGN FILINGS

NAME: ALLIANCE ENTERTAINMENT CORP.

XXX PROFIT
NON-PROFIT

XXX CORPORATE
LIMITED PARTNERSHIP

XXX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

FILED
95 JUL 27 AM 11:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H

**APPLICATION BY FOREIGN CORPORATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

In compliance with §607.1503, FLORIDA STATUTES, the following is submitted to Register a FOREIGN CORPORATION TO TRANSACT BUSINESS in the State of Florida:

1. Alliance Entertainment Corp.
(Name of Corporation adding the word "INCORPORATED", "COMPANY" OR "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 3. 13-3645913
(State or Country under the law of which is incorporated) (F.E.I Number, if applicable)

4. November 21, 1991 5. Perpetual
(Date of Incorporation) (Duration: Year corporation will cease to exist or "Perpetual")

6. Date of qualification in Florida
(Date first transacted business in Florida. (See §607.1501, 607.1502, and §817.155 F.S.)

7. 1401 University Drive, Suite 305, Coral Springs, Florida 33071
(Current Mailing Address; please include city, state & zip code)

8. Any lawful business
(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: CORPORATION SERVICE COMPANY

Office Address: 1201 Hays Street

Tallahassee, FLORIDA 32301
(Zip Code)

10. **REGISTERED AGENT'S ACCEPTANCE:** Having been named as the 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, Registered Agent

BY Karen B. Rozar (Signature) Date: 7 27, 1995.
Karen B. Rozar, Agent for Registered Agent

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Florida Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of the state or country in which it is incorporated.

12. NAME OF DIRECTORS and/or OFFICERS:

A. DIRECTORS:

Director: Joseph J. Blanco

Address: 1401 University Drive, Suite 305, Coral Springs, Florida 33071

Director: Anil K. Narang

Address: 1401 University Drive, Suite 305, Coral Springs, Florida 33071

B. OFFICERS:

President: Anil K. Narang

Address: 1401 University Drive, Suite 305, Coral Springs, Florida 33071

Secretary: Elliot B. Newman

Address: 1401 University Drive, Suite 305, Coral Springs, Florida 33071

Treasurer: Anil K. Narang

Address: 1401 University Drive, Suite 305, Coral Springs, Florida 33071

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

13. Elliot B. Newman

(Signature of Chairman, Vice Chairman, or any officer listed in #12)

DATE: July 26, 1995

14. Elliot B. Newman, Secretary/Senior Executive Vice President-Business Affairs

(Print or type name and office of person signing this application)

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TALLAHASSEE, FLORIDA

FILING FEE: \$122.50

ADDENDUM TO APPLICATION

12. NAME OF DIRECTORS and/or OFFICERS:

A. DIRECTORS:

Director: Jerry Bassin
Address: 1401 University Drive, Suite 305, Coral Springs, Florida 33071
Director: Elliot B. Newman
Address: 1401 University Drive, Suite 305, Coral Springs, Florida 33071
Director: R. Tobias Knobel
Address: 1401 University Drive, Suite 305, Coral Springs, Florida 33071
Director: John H. Friedman
Address: 1401 University Drive, Suite 305, Coral Springs, Florida 33071
Director: Robert O. Marx
Address: 1401 University Drive, Suite 305, Coral Springs, Florida 33071
Director: Barry L. Goldin
Address: 1401 University Drive, Suite 305, Coral Springs, Florida 33071
Director: Richard H. Hochman
Address: 1401 University Drive, Suite 305, Coral Springs, Florida 33071
Director: Robert C. Gay
Address: 1401 University Drive, Suite 305, Coral Springs, Florida 33071
Director: Terrence Shand
Address: 1401 University Drive, Suite 305, Coral Springs, Florida 33071

B. OFFICERS:

Chairman, Chief Executive Officer: Joseph J. Bianco
Address: 1401 University Drive, Suite 305, Coral Springs, Florida 33071
Chief Financial Officer: Anil K. Narang
Address: 1401 University Drive, Suite 305, Coral Springs, Florida 33071
Vice Chairman, Chief Operating Officer: Jerry Bassin
Address: 1401 University Drive, Suite 305, Coral Springs, Florida 33071
Senior Vice President of Corporate Development: R. Tobias Knobel
Address: 1401 University Drive, Suite 305, Coral Springs, Florida 33071
Senior Executive Vice President-Business Affairs: Elliot B. Newman
Address: 1401 University Drive, Suite 305, Coral Springs, Florida 33071
Executive Vice President: Terrence Shand
Address: 1401 University Drive, Suite 305, Coral Springs, Florida 33071

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TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ALLIANCE ENTERTAINMENT CORP." 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 TWENTY-FIFTH DAY OF JULY, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

FILED
95 JUL 27 AM 11:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 7585174

DATE: 07-25-95