

F9500003835

POST OFFICE BOX 3688  
ORLANDO, FLORIDA 32802-3688

ATTORNEY AT LAW  
340 NORTH ORANGE AVENUE  
ORLANDO, FLORIDA 32801-1611

RECEIVED  
95 AUG -9 TELEPHONE (407) 488-8200  
DIVISION OF CORPORATIONS FAX (407) 488-8208

August 8, 1995

VIA FEDERAL EXPRESS

300001556058  
-08/09/95--01024--017  
\*\*\*\*122.50 \*\*\*\*122.50

Mr. John Hall  
Halls Delivery Service  
464 Freddie Martin Drive  
Tallahassee, FL 32301

Re: Dolphin International Creative Entertainment, Inc.  
Application by Foreign Corporation for Authorization  
to Transact Business in Florida

Dear John:

Enclosed please find original and one copy of Application by Foreign Corporation for Authorization to Transact Business in Florida, together with certificate of corporate authority from France and the translation, for the above corporation.

Also enclosed is check in the amount of \$122.50 representing \$35.00 filing fee, \$52.50 for a certified copy and \$35.00 for registered agent fee for the corporation.

Please file with the Secretary of State's office, wait for the certified copies and return all of them to us by Federal Express (airbill enclosed).

If you have any questions, please feel free to call.

Very truly yours,

*Barbara J. Coad*  
Barbara J. Coad, PLS  
Secretary to Thomas R. Allen

FILED  
95 AUG -9 AM 10:17  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

681-0619  
Call when Ready

Enclosures

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607, *et seq.*, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE  
STATE OF FLORIDA:

1. DOLPHIN INTERNATIONAL CREATIVE ENTERTAINMENT, 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. France 3. 98-0154228  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 8/22/90 5. 9/22/2089  
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 6/1/95  
(Date first transacted business in Florida. (See sections 607.1601, 607.1602, and 817.165, F.S.)

7. 99 Rue de Paris  
Torcy (Maine La Vallée)  
France 77200  
(Current mailing address)

8. See attached  
(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: Thomas R. Allen, Esquire  
340 N. Orange Avenue  
Office Address: P. O. 3628  
Orlando, FL 32802-3628, Florida, 32801 (street address)  
(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)  
Thomas R. Allen

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: Bouvard, Christian

Address: 26 rue Michel de Champrond

77200 Crouy Bouahour, France

Vice Chairman: Bouvard, Frederic Robert

Address: Rue qui chante

77600 Chanteloup en Brie, France

Director: Koell, Paul Bernard

Address: 53, Avenue d'Armainvilliers

77330 Louigny, France

Director: Davenne, Pierre

Address: 14, Boulevard Vital Bauhat

92200 Neuilly sur Seine, France

B. OFFICERS

President: Bouvard, Frederic Robert

Address: Rue qui chante

77500 Chanteloup en Brie, France

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

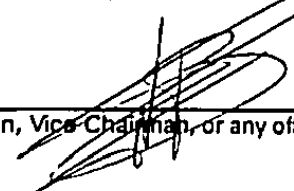
Secretary: Bouvard, Frederic Robert

Address: See above

Treasurer: Bouvard, Frederic Robert

Address: See above

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

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

14. Frederic Robert Bouvard, President  
(Typed or printed name and capacity of person signing application)

FILED  
TALLAHASSEE, FLORIDA

95 AUG -9 AM 10:47

Greffe  
du Tribunal de Commerce de  
MEAUX

EXTRAIT RCS KBIS

Cité administ. du MONT THABOR  
77337 MEAUX CEDEX  
Le REGISTRE DU COMMERCE sur  
MINITEL appelez le 36.29.11.11

REQUERANT :

N. DOUVARD  
DOLPHIN INTERNATIONAL  
99 RUE DE PARIS  
77200 TORCY

SECRETARIAT OF STATE  
TALLAHASSEE FLORIDA

95 AUG -9 AM 10:47

FILED

NOS REFERENCES : 300000022/ MINITEL  
90800878  
NUMERO DE COMPTE : 36291111  
REFERENCE MINITEL : M

Messieurs,

Suite à votre demande, veuillez trouver ci-joint les états  
suivants, commandés le 31/05/1995 :  
Extrait RCS K BIS

Concernant :  
DOLPHIN INTERNATIONAL CREATIVE E  
99 RUE DE PARIS

77200 TORCY

Veuillez agréer, Messieurs, l'expression de nos sincères  
salutations.

LE GREFFIER

Droits de Greffe (Décret du 29 Avril 1980)  
Extrait RCS(46)

|                 |      |
|-----------------|------|
| Emoluments      | 0.00 |
| Nb d'extrait(s) | 1    |
| Hors Taxes      | 0.00 |
| Edition/Envoi   | 0.00 |
| TVA             | 0.00 |
| -----           |      |
| Total TTC       | 0.00 |

Ceci n'est pas une facture

GREFFE  
du Tribunal de Commerce de  
MEAUX

Le 31/05/1995 à 13h19

EXTRAIT  
REGISTRE DU COMMERCE  
ET DES SOCIETES

|  |   |
|--|---|
| <i>Inmatriculation en date du</i> 22/08/1990<br><i>Numero R.C.S.</i> MEAUX B 379 031 073 908878  |   |
| <i>Dénomination Sociale</i> : DOLPHIN INTERNATIONAL CREATIVE ENTERTAINMENT DICE  |   |
| <i>Forme</i> : SA Conseil d'Administration<br><i>du Capital de</i> : 640.000,00 Francs   | SECRÉTARIAT OF STATE<br>TALLAHASSEE, FLORIDA<br>95 AUG -9 AM 10:47<br>FILED |
| <i>Adresse du Siège Social</i> :<br>99 RUE DE PARIS<br>77200 TORCY   |   |
| <i>PRESIDENT CONSEIL ADMINISTRAT.</i> :<br>Monsieur<br>BOUVARD CHRISTIAN<br><i>Né(e) le</i> 01/01/1942 à MASCARA (ALGERIE)<br><i>Nationalité</i> : Français(e)<br><i>Demeurant</i> :<br>26, RUE MICHEL DE CHAMPROND<br>77200 CROISSY BEAUBOURG |   |
| <i>ADMINISTRATEUR</i> :<br>Monsieur<br>BOUVARD FREDERIC ROBERT<br><i>Né(e) le</i> 17/01/1966 à 76 ROUEN<br><i>Nationalité</i> : Français(e)<br><i>Demeurant</i> :<br>RUE QUI CHANTE<br>77600 CHANTELOUP EN BRIE                                |   |
| <i>ADMINISTRATEUR</i> :<br>Monsieur<br>KOELL PAUL BERNARD<br><i>Né(e) le</i> 12/04/1941 à 68 RIEDISHEIM<br><i>Nationalité</i> : Français(e)<br><i>Demeurant</i> :<br>53 AVENUE D'ARMAINVILLIERS<br>77330 LESIGNY                               |   |
| <i>ADMINISTRATEUR</i> :<br>Monsieur<br>DAVENNE PIERRE<br><i>Né(e) le</i> 29/12/1926 à 77 LA HOUSSAYE EN BRIE<br><i>Nationalité</i> : Français(e)   |   |

Inmatriculation en date du 22/08/1990  
Numéro R.C.S.

MEAUX

B 379 031 073 900878

Demeurant :

14, BOULEVARD VITAL BOUHOT  
92200 NEUILLY SUR SEINE

COMMISSAIRE AUX COMPTES LIQU. :

Monsieur

FROMANTIN XAVIER

Ne(e) le 04/01/1941 à 79 NIORT

Nationalité : Français(e)

Demeurant :

32 BOULEVARD DE GLATIGNY  
78000 VERSAILLES

COMMISSAIRE AUX COMPTES SUPPL. :

Monsieur

VIVIAN JEAN LOUIS

Ne(e) le 02/09/1943 à 75 PARIS 15

Nationalité : Français(e)

Demeurant :

65 RUE DU ROCHER  
75008 PARIS 08

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

95 AUG -9 AM 10:47

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Adresse du Principal Etablissement :

99 RUE DE PARIS  
77200 TORCY

Mode d'Exploitation : EXPLOITATION DIRECTE

Origine du Fonds : CREATION

Activité : PRODUCTION OU LA DISTRIBUTION

DE TOUTS SPECTACLES A CARACTERE SPORTIF CULTUREL  
OU EVENEMENTIEL OU ANIMATIONS DESTINES AUX LOISIRS  
OU A LA COMMUNICATION INSTITUTIONNELLE OU NON  
AINSI QUE LEURS IMPORTATIONS ET TOUTE ACTIVITE  
D'AGENCE DE REPRESENTATIONS LIEES A CES DOMAINES.  
LA COMMUNICATION SOUS TTES SES AUTRES FORMES NOTAM  
MENT LA DIFFUSION DE MESSAGES PUBLICITAIRES OU NON  
L'ORGANISATION DE REUNIONS OU DE SPECTACLES MANI-  
FESTATIONS PUBLI-PROMOTIONNELLES OU NON TELLES  
CONGRES FESTIVALS SEMINAIRES ET D'ACTION DE  
FORMATION ET OU D'INFORMATION.

CONCEPTION ETUDE FABRICATION MONTAGE COMMERCIALI-  
SATION ENTRETIEN IMPORTATION EXPORTATION NEGOCE  
DE SYSTEMES ELECTRONIQUES AYANT POUR OBJET :  
LA TRANSMISSION LE RECEPTION D'INFORMATIONS ET DE  
SIGNAUX DE TOUTE NATURE ET DES OBJETS OU PRODUITS  
QUE S'Y RATTACHENT. CONCEPTION ET ETUDES D'EFFETS  
SPECIAUX DE SPECTACLES ET DE MACHINERIES.

Code APE-NAF : 923B (information fournie par l'INSEE)

SIRET : 379 031 073 00024

Observations : NOM COMMERCIAL : DICE

Début Activité : 22/08/1990

Publicité Légale : 21/08/1990

Expiration Société : 22/08/2089

Cloture Exercice : 31 DECEMBRE

Inscription en date du 22/08/1990  
Numero R.C.S. MEAUX

R 379 031 073 908878

Observations

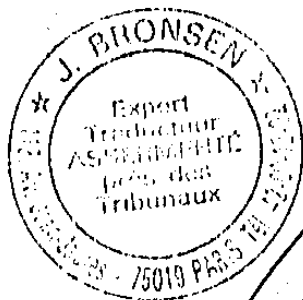
: PUBLICATION LEGALE DES STATUTS DANS LE PAYS BRIARD  
APPORT FUSION AVEC LA STE DOLPHIN INTERNATIONAL  
TRADING ET SERVICES SA RCS MEAUX R 379023067

Le 31/05/1995

Page 3

Pour extrait certifié conforme  
délivré le 31/05/1995  
Le Greffier,

N° interne : 26767



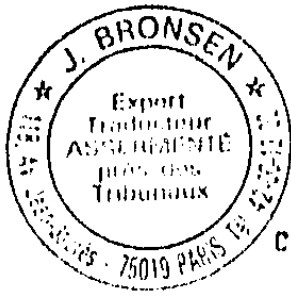
Valeur nominale N° 0746

- 6 JUIL. 1995

*[Signature]*

Toute reproduction du présent extrait, même certifiée conforme, est sans valeur

LE SEUL CI-DESSUS DE COULEUR ROUGE SIGNIFIE QUE VOUS  
ÊTES EN PRÉSENCE D'UN ORIGINAL ÉMANANT DU GREFFIER



501 PAPER 11305  
OPTIONAL FORM NO. 10 FEBRUARY 1976  
GSA GEN. REG. NO. 27  
5010-108-01

/Translation from French/

COMMERCIAL COURT OF MEAUX

Cité Administrative du Mont Thabor, 77337 Meaux Cedex

RCS KBIS EXTRACT  
=====

Claimant: Mr BOUVARD  
Dolphin International  
99, rue de Paris  
77200 TORCY

FILED  
95 AUG -9 AM 10:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Our references:  
3000008 22/MINITEL  
90800878  
Account number: 3621111  
Minitel ref.: M

Gentlemen,

Owing to your request, please find hereby enclosed the following statements, ordered on May the 31st, 1995:

RCS KBIS EXTRACT

concerning: DOLPHIN INTERNATIONAL CREATIVE E  
99, rue de Paris  
77200 TORCY

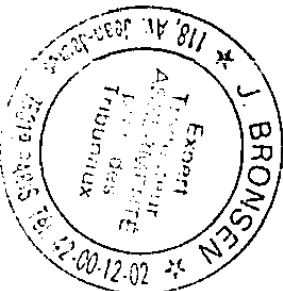
Truly yours,

THE REGISTRAR

|   |      |
|---|------|
| Commercial Court tax (Decree of April 29, 1980) |      |
| RCS (46) Extract                                | 0,00 |
| Fees  | 0,00 |
| Number of extracts                              | 1    |
| Out of fax                                      | 0,00 |
| Publishing/Sending                              | 0,00 |
| VAT   | 0,00 |
| Total amount including tax:                     | 0,00 |

This is not an invoice.

Paris le - 6 JUIN 1995 0746





COMMERCIAL COURT OF MEAN

Thin May 31st, 1995 at 1.19 p.m.

EXTRACT OF THE TRADE REGISTER

=====

Date of immatriculation: August 22, 1990  
 Number in the Trade Register: Meaux B 379 031 073 900070  
 Social Name: Dolphin International Creative Ent. DTC  
 Legal form: Ltd. Board of Directors  
 Assets: 640.000,00 FF  
 Registered office: 99, rue de Paris, 77200 TORCY  
 CHAIRMAN OF THE BOARD: Mr BOUVARD CHRISTIAN  
 Born 1.1.1942 in Mascara (Algeria)  
 Nationality: French  
 Address: 26, rue Michel de Champgrand  
 77200 Croissy Beaubourg

BOARD MEMBER: Mr BOUVARD FREDERIC ROBERT  
 Born 1.17.1966 in 76 Rouen  
 French nationality  
 Address: Rue qui chante  
 77600 Chanteloup en Brie

BOARD MEMBER: Mr KOELL PAUL BERNARD  
 Born 4.12.1941 in 68 Riedisheim  
 French nationality  
 Address: 53, Avenue d'Armainvilliers  
 77330 Lesigny

BOARD MEMBER: Mr DAVENNE PIERRE  
 Born 12.29.1926 at 77 La Houssaye en Brie  
 French nationality  
 Address: 14, Boulevard Vital Bouhot  
 92200 Neuilly sur Seine

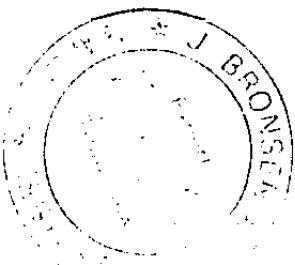
AUDITOR (Holder): Mr FROMANTIN XAVIER  
 Born 1.4.1941 in 79 Niort  
 Nationality: French  
 Address: 32, Boulevard de Glatigny  
 78000 Versailles

AUDITOR (Add.): Mr VIVIAN JEAN LOUIS  
 Born: 9.2.1943 in 75 Paris 15  
 Nationality: French  
 Address: 65, rue du Rocher  
 75008 Paris 18

DEPARTMENT OF STATE  
 TALENCHASSE, FLORIDA  
 95 AUG -9 AM 10:48  
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10 no. 0746  
 U.S. 1995

*Handwritten signature*



Address of the main establishment: 99, rue de Paris, 77200 TORCY

Mode of exploitation: Direct exploitation

Origin of fund: Cention

Activity: Production or distribution of entertainment of all kinds: sporting, cultural, or purely descriptive or organization intended to spare-time activation or to institutional communication or not, as well as their importations and all activities of representation agency linked to these fields.

The communication under all its kinds namely broadcasting of advertisements or not. Organization of meetings or shows, demonstrations, public or promotional or not, like congresses, festivals, workshops and of training action and/or information.

Design, study, manufacture, installing, marketing, maintenance, importation, exportation, business of electronic systems having as purpose: transmission, reception of news and signals of all kinds and related items.

Design and study of special effects for shows and machinery.

APE-NAF Code: 923 B (information by INSEE)

SIRET Number: 379 031 073 00024

Remark: Business name = DICE

Beginning of the activity: 8/22/1990

Legal advertising: 8/21/1990

Expiration date: To expire by 8/22/2089

Financial closing date: December the 31st

Registration date: 8/22/1990

Trade register: Meaux B 379 031 073 908878

Remarks: Legal publication of Memorandum and Articles of Association in Briard country contribution merger with Dolphin International Trading Society and Services SA RCS Meaux B 379822067.

Made this 5/31/1995

CERTIFIED TRUE COPY, delivered this day, 5/31/1995

Internal number: 26967

FILED  
95 AUG -9 AM 10:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE REGISTRAR,  
signed (ill.)

Je soussigné Jacques BRONSEN  
Expert Fédéral inscrit près le Cour d'Appel  
de Paris certifié par la Fédération des  
côtes est en possession de la  
carte de l'Etat et de la  
et peut être appelé par  
le Tribunal de Commerce de Paris, le  
- 6 JUIL 1995 0748

Original  
Fédération des  
côtes

Document de registration:  
Dernier numéro SIRET de 25.9.1953  
Date d'Application du 29.10.1958  
Lettre de 9 Août

*BRN*

