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ACCOUNT NO. : 072100000032

REFERENCE : 670607 069011

AUTHORIZATION : *Ref. P. 4*

COST LIMIT : \$ 70.00

ORDER DATE : August 29, 1995

ORDER TIME : 9:29 AM

ENCLOSURE 571 90382

ORDER NO. : 670687

CUSTOMER NO: 86901H

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

FOREIGN FILINGS

NAME: SAMSUNG ELECTRONICS AMERICA,
INC.

XX PROFIT
NON-PROFIT

**XX CORPORATE
LIMITED PARTNERSHIP**

XX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

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. SAMSUNG ELECTRONICS AMERICA, 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. NEW YORK 3. 13-2951153
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. JULY 28, 1978 5. PERPETUAL
(Date of Incorporation) (Duration: Year corp. will cease to exist or 'perpetual')

6. JULY 1, 1995
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.)

7. 105 CHALLENGER ROAD
RIDGEFIELD PARK, NEW JERSEY 07660
(Current mailing address)

8. DISTRIBUTOR OF CONSUMER ELECTRONICS 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 Systems, 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.

Doreen Haeselin
(Registered agent's signature) Doreen Haeselin

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: See attached A

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

Address: _____

Vice President: _____

Address: _____

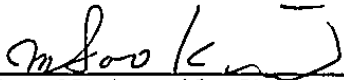
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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. In Soo Kim / Secretary
(Typed or printed name and capacity of person signing application)

SCHEDULE A

OFFICERS

NAME

ADDRESS

Bo Soon Song
Chief Executive
Officer

105 Challenger Road, Ridgefield Park, NJ 07660

Ki Ryoung Song,
President

105 Challenger Road, Ridgefield Park, NJ 07660

John Garrison,
Senior Vice President

105 Challenger Road, Ridgefield Park, NJ 07660

In Soo Kim,
Secretary/Treasurer

105 Challenger Road, Ridgefield Park, NJ 07660

SCHEDULE A

DIRECTORS

NAME

ADDRESS

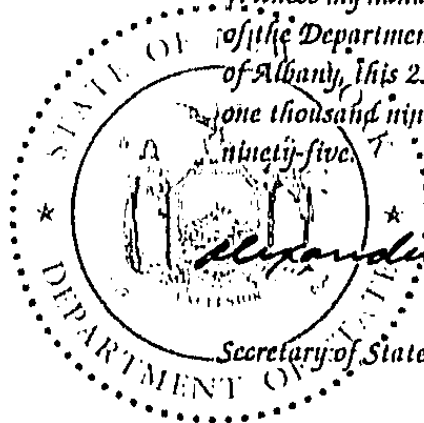
Bo Soon Song	105 Challenger Road, Ridgefield Park, NJ 07660
Young On Kim	105 Challenger Road, Ridgefield Park, NJ 07660
Young Bae Rha	105 Challenger Road, Ridgefield Park, NJ 07660
Jin Bae Chol	105 Challenger Road, Ridgefield Park, NJ 07660
Ki Ryoung Song	105 Challenger Road, Ridgefield Park, NJ 07660
In Soo Kim	105 Challenger Road, Ridgefield Park, NJ 07660
Gun Sik Noh	105 Challenger Road, Ridgefield Park, NJ 07660

State of New York, | ss:
Department of State

I hereby certify, that the certificate of incorporation of SAMSUNG ELECTRONICS AMERICA, INC. was filed on 07/28/1970, under the name of SAMSUNG ELECTRONICS INC., with perpetual duration, and that I have made a diligent examination of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, I find no such certificate, order or record, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

A Certificate of Amendment SAMSUNG ELECTRONICS INC., changing name to SAMSUNG ELECTRONICS AMERICA, INC., was filed 08/25/1970.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 23rd day of August
one thousand nine hundred and
ninety-five.



Alexander F. Trenchwell
Secretary of State

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