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December 26, 1995

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-12/28/95--01081--008

\*\*\*\*\*78.75 \*\*\*\*\*78.75

Florida Department of State  
409 East Gaines Street  
Tallahassee, Florida 32314

Attention: Qualifications Section

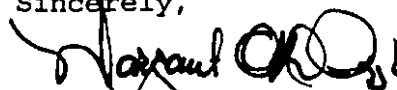
Re: HCI Acquisition Corp.

Gentlemen:

Enclosed herewith on behalf of the captioned Delaware corporation is the Application by Foreign Corporation for Authorization to Transact Business in Florida. Also enclosed is a Certificate of Good Standing for such corporation issued by the Secretary of State of Delaware and a check in the amount of \$78.75 made payable to the Secretary of State to cover the required filing, registered agent and Certificate of Status fees.

Please forward the Certificate of Status to me in the enclosed self-addressed, stamped envelope.

Sincerely,



Margaret O'D. Ryder  
Legal Assistant

MODR:lk

Enclosures

cc: Lawrence Glauber

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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. ECI Acquisition Corp.  
(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. Delaware  
(State or country under the law of which it is incorporated)
3. 95-4473183  
(FEI number, if applicable)
4. November 9, 1993  
(Date of incorporation)
5. Perpetual  
(Duration: Year corp. will cease to exist or perpetual)
6. Upon Qualification  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))
7. 2095 North Andrews Avenue Extension  
Pompano Beach, Florida 33069  
(Current mailing address)
8. Film Production, Distribution and Sales  
(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: Dennis J. Oille, Esq.  
Office Address: 201 South Biscayne Boulevard, Suite 1402  
Miami, Florida, 33131  
(Zip Code)

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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.*

Dennis J. Oille  
(Registered agent's signature)  
Dennis J. Oille

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: Raymond T. Bennett  
Address: 7966 Beverly Boulevard  
Los Angeles, California 90048

Vice Chairman: \_\_\_\_\_  
Address: \_\_\_\_\_

Director: Martin Marcus  
Address: 7966 Beverly Boulevard  
Los Angeles, California 90048

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

## B. OFFICERS

Director/ President: Lawrence Abramson  
Address: 7966 Beverly Boulevard  
Los Angeles, California 90048

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

Director/  
Vice President/ Secretary: Eric Parkinson  
Address: 7966 Beverly Boulevard  
Los Angeles, California 90048

Director/ Treasurer: Lawrence Glauber  
Address: 2095 North Andrews Avenue Extension  
Los Angeles, California 90048

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

13.

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

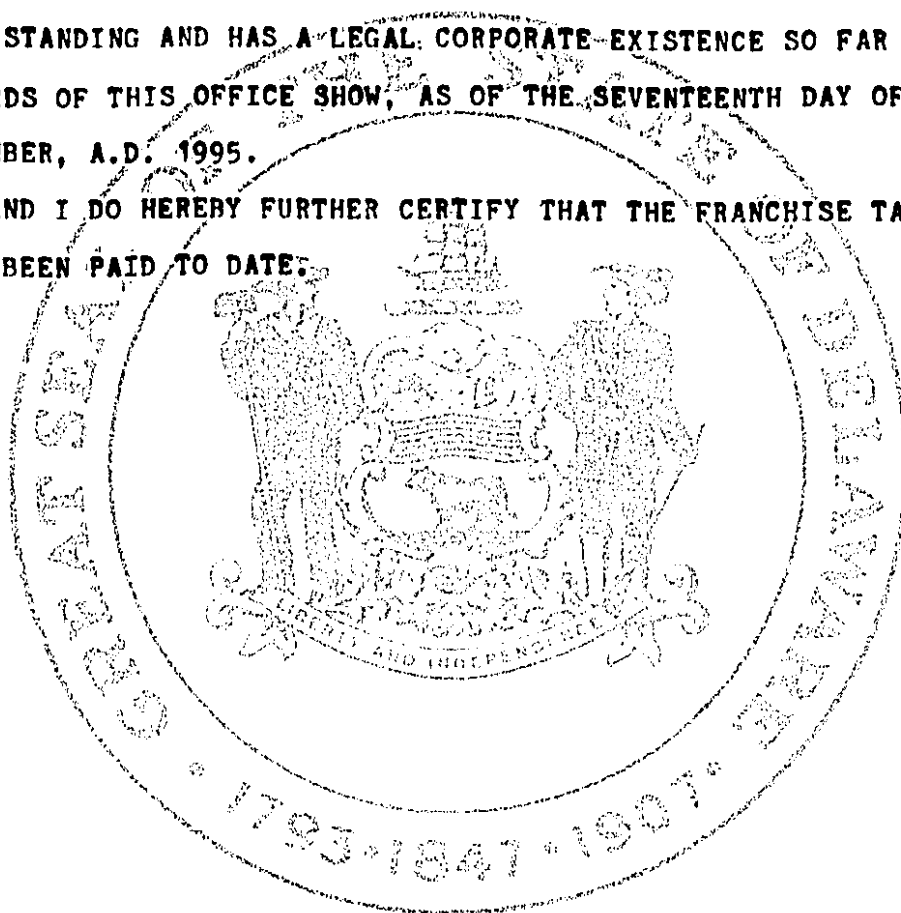
Raymond T. Bennett, Chairman of the Board

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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 "HCI ACQUISITION 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 SEVENTEENTH DAY OF NOVEMBER, A.D. 1995.

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



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*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION: 7716434

DATE: 11-17-95