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CLIFF MACKEY & COMPANY, P.A.
ATTORNEYS AT LAW
1400 MIAMI CIRCLE
201 SOUTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33131
(305) 355-0200
TELECOPIER (305) 355-0617

December 26, 1995

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

Attention: Qualifications Section

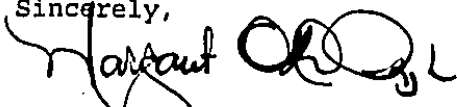
Re: HCI Home Video, Inc.

Gentlemen:

Enclosed herewith on behalf of the captioned California 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 California 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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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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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. Hemdale Home Video, 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
(State or country under the law of which it is incorporated)
3. 95-4324161
(FEI number, if applicable)
4. May 17, 1991
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or to be in business)
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. Ollé, Esq.
Office Address: 201 South Biscayne Boulevard, Suite 1402
Miami, Florida, 33131
(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.

Dennis J. Ollé
(Registered agent's signature)

Dennis J. Ollé

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. BennettAddress: 7966 Beverly Boulevard
Los Angeles, California 90048

Vice Chairman: _____

Address: _____

Director: Martin MarcusAddress: 7966 Beverly Boulevard
Los Angeles, California 90048Director: Lawrence AbramsonAddress: 7966 Beverly Boulevard
Los Angeles, California 90048

B. OFFICERS

President: Michael HolzmanAddress: 7966 Beverly Boulevard
Los Angeles, California 90048

Vice President: _____

Address: _____

Director/
Vice President/ Secretary: Eric ParkinsonAddress: 7966 Beverly Boulevard
Los Angeles, California 90048Director/ Treasurer: Lawrence GlauberAddress: 2095 North Andrews Avenue Extension
Pompano Beach, Florida 33069

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



State of California

SECRETARY OF STATE



CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, **BILL JONES**, Secretary of State of the State of California, hereby certify:

That on the 17th day of May, 19

HEMDALE HOME VIDEO, INC.

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal
of the State of California this
29th day of November, 1995



Bill Jones
BILL JONES
Secretary of State

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