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December 26, 1995

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

Attention: Qualifications Section

400001674274  
-12/29/95--01061--004  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Hemdale Communications

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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FILED  
SECRETARY OF STATE  
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QUALIFICATIONS

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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. Hendale Communications, 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. Delaware  
(State or country under the law of which it is incorporated)
3. 95-4396244  
(FEI number, if applicable)
4. April 16, 1992  
(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. Olle, Esq.  
Office Address: 201 South Biscayne Boulevard, #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. Olle  
(Registered agent's signature)

Dennis J. Olle

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

## B. OFFICERS

President: Timothy M. WatersAddress: 7966 Beverly Boulevard  
Los Angeles, California 90048

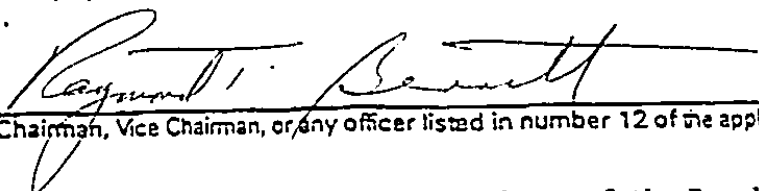
Vice President: \_\_\_\_\_

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.

  
(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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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

State of Delaware  
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE,  
DO HEREBY CERTIFY THAT HEMDALE COMMUNICATIONS INC. IS DULY  
INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND HAS A LEGAL  
CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF  
THE DATE SHOWN BELOW.

AND I DO FURTHER CERTIFY THAT THIS OFFICE HAS BEEN INFORMED THAT  
THIS CORPORATION HAS FILED A PETITION UNDER CHAPTER 11 OF THE UNITED  
STATES BANKRUPTCY CODE, AND THAT ALL FRANCHISE TAXES, EXCEPT CERTAIN  
PRE-PETITION FRANCHISE TAXES, HAVE BEEN PAID TO DATE.

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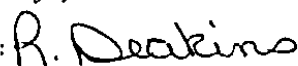
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SECRETARY OF STATE  
CORPORATIONS

950277715



  
Edward J. Freel, Secretary of State

AUTHENTICATION:



DATE: 12/01/95