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96 FEB -9 PM 1:36
DIVISION OF CORPORATION

ACCOUNT NO. : 0721000000032

REFERENCE : 840004 4301300

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pzyub

ORDER DATE : February 8, 1996

ORDER TIME : 11:00 AM

ORDER NO. : 840004

CUSTOMER NO: 4301300

CUSTOMER: Alayne Serle, Esq
Leboeuf Lamb Greene & Macrae
125 West 55th Street
New York, NY 10019

400001711854

FOREIGN FILINGS

NAME: THE DISCOVERY CHANNEL STORE,
INC.

FILE
2nd

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

2/13
96 FEB -9 AM 9:16
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

*Rev'd in our
section 2/13 - no
attachments. File 1st??*

**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. The Discovery Channel Store, 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 3. 75-2374455
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 4/11/95 5. Perpetual
(Date of incorporation) (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 817.155, F.S.))

7. 15046 Beltway Drive
Dallas, TX 75244
(Current mailing address)

8. Retail stores and all other permissible activities
(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: Corporation Service Company

Office Address: 1201 Hays Street, (Leon County)

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.

By: Laura R. Dunlap
(Registered agent's signature)
LAURA R. DUNLAP, AS AGENT

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.

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12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: John Hendricks
Address: 7700 Wisconsin Avenue
Bethesda, MD 20814

Vice Chairman: _____
Address: _____

Director: Judith McHale
Address: 7700 Wisconsin Avenue
Bethesda, MD 20814

Director: Gregory Durig
Address: 7700 Wisconsin Avenue
Bethesda, MD 20814

B. OFFICERS

President: John Hendricks
Address: 7700 Wisconsin Avenue
Bethesda, MD 20814

Vice President: Judith McHale
Address: 7700 Wisconsin Avenue
Bethesda, MD 20814

Secretary: Judith McHale
Address: 7700 Wisconsin Avenue
Bethesda, MD 20814

Treasurer: Gregory Durig
Address: 7700 Wisconsin Avenue
Bethesda, MD 20814

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

13.

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

Judith McHale,
Sr. Vice President

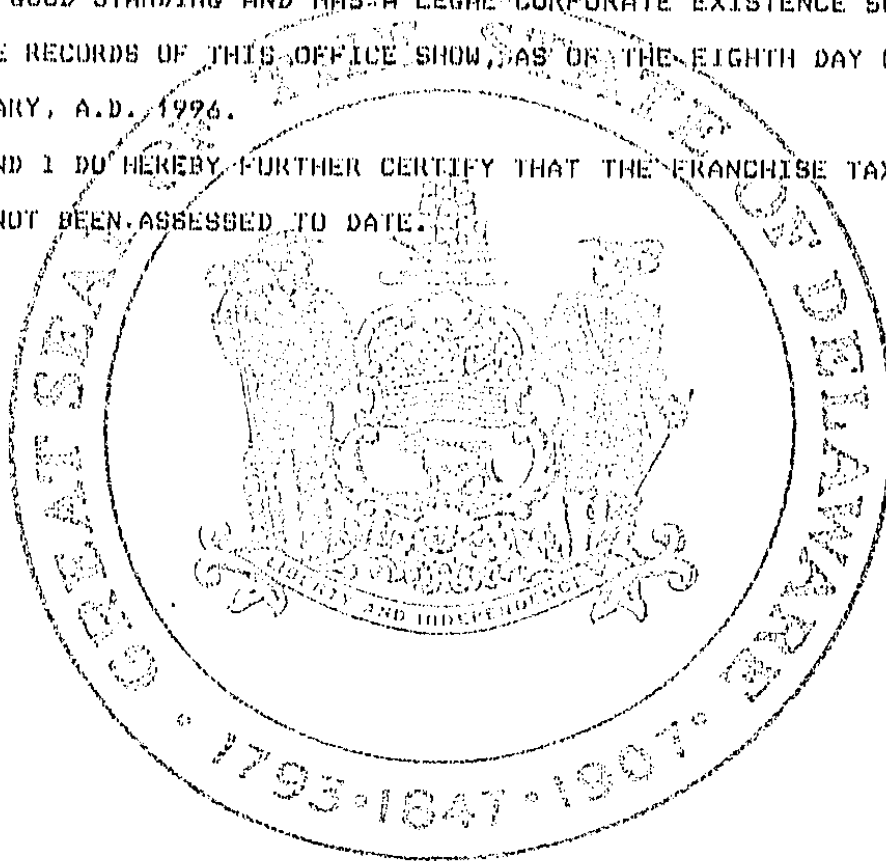
14.

(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THE DISCOVERY CHANNEL STORE, INC." 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 EIGHTH DAY OF FEBRUARY, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 FEB -9 AM 9:16



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Edward J. Freel, Secretary of State

AUTHENTICATION: 7821070

DATE: 02-08-96