

F9600000/208

RECEIVED
FEDERAL BUREAU OF INVESTIGATION
U.S. DEPARTMENT OF JUSTICE
WASHINGTON, D.C. 20535
DATE: 11/12/81
TIME: 11:00 AM

COMBINATION (S) NAME

() Victim
() Hostage
() U.S. DEPARTMENT OF JUSTICE
() Embassy

() Anticipation
() Disruption/Withdrawal

() Murder
() Rape

() Intelligence Development
() Intelligence Gathering

() Principal Target
() Secondary Target

() Collateral
() Change of Plan

() Contingency Copy

() Director's Copy

() Production/Dissemination
() GUS

() Case Worker's Report
() WFO
() Mail Copy

() Confidential Document

() Other ()
() Other ()

NAME
ADDRESS
CITY
STATE
ZIP

PHONE
FAX
TELETYPE
MAIL ROOM
CITY () ()

PLEASE RETURN WITH COPIES
OF THIS REPORT

To: Freda / [unclear]

Please file in report

Thank you

[Signature]

UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS

The undersigned, being all of the directors of On Call, Inc., a Delaware corporation (the "Corporation"), do hereby unanimously consent in writing (by execution of one or more counterparts of this written consent) to and adopt, pursuant to Section 141(f) of the General Corporation Law of the State of Delaware, the following resolutions:

This action taken by this unanimous written consent shall have the same force and effect as if taken at a meeting of the Board of Directors of the Corporation, duly called and constituted pursuant to the General Corporation Law of the State of Delaware.

Jack W. Sawyer, Winston

Reid Johnson, Director

1110
STATION 107
10700
STATION 107
10700

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607 1603, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA

1 On or after, 1969

(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 as presented)

2 Deltaware

(State or country under the law of which it is incorporated)

3 41-1728070

(FEI number, if applicable)

4 July 27, 1969

(Date of incorporation)

5 perpetual

(Duration: Your corp. will cease to exist on "perpetual")

6 Upon qualification

(Date first transacted business in Florida (See sections 607 1601, 607 1602, and 607 166, F.S.))

7 10400 Yellow Circle Drive, Minneapolis, Minnesota 55422

(Current mailing address)

8 To sell and to distribute and to produce and to develop and to sell and to distribute, tapes, compact discs, books and computer software.
(Purposes 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 C. J. Corporation System

Office Address c/o C. J. Corporation System, 9200 South Gate
Island Road

Plantation, Florida, 33324

(Zip Code)

10 Registered agent 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 obligation of my position as registered agent

C. J. Corporation System

(Registered agent's signature) (Officer)

(Type Name and Title of Officer)

FILED
OFFICE OF THE
CLERK OF THE
COURT
CORPORATIONS
SECTION
33417-7 PM 201

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 list of directors

Address: _____

Vice Chairman: See attached list of directors

Address: _____

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list of officers

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

Heidi M. Howard
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Heidi M. Howard, Secretary

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

Appendix to Florida
Application for Certificate of Authority

Directors of
On Cue, Inc.

1. Jack Eugster, Chairman of the Board
10400 Yellow Circle Dr.
Minnetonka, Minnesota 55343
2. Reid Johnson
10400 Yellow Circle Dr.
Minnetonka, Minnesota 55343

Appendix to Florida
Application for Certificate of Authority

Officers of
On On, Inc.

- 1 Jack Eugster, President and Chief Executive Officer
10400 Yellow Circle Dr
Minnetonka, Minnesota 55343
- 2 Reid Johnson, Executive Vice President of Finance and Administration and Chief Financial Officer
10400 Yellow Circle Dr
Minnetonka, Minnesota 55343
- 3 Keith A. Benson, President Music Stores Division
10400 Yellow Circle Dr
Minnetonka, Minnesota 55343
- 4 Larry Gaines, President Media Play Division
10400 Yellow Circle Dr
Minnetonka, Minnesota 55343
- 5 Gary A. Ross, President Sundown Division
10400 Yellow Circle Dr
Minnetonka, Minnesota 55343
- 6 Bruce Bauman, Senior Vice President of Real Estate
10400 Yellow Circle Dr
Minnetonka, Minnesota 55343
- 7 Robert A. Henderson, Senior Vice President and General Merchandise Manager
10400 Yellow Circle Dr
Minnetonka, Minnesota 55343
- 8 Douglas M. Tracey, Senior Vice President of Distribution
10400 Yellow Circle Dr
Minnetonka, Minnesota 55343
- 9 Paula M. Connemey, Division Senior Vice President of Stores - Music Stores
10400 Yellow Circle Dr
Minnetonka, Minnesota 55343
- 10 Marcia F. Appel, Vice President of Communications and Publications
10400 Yellow Circle Dr
Minnetonka, Minnesota 55343
- 11 Peter J. Busch, Vice President of Video Merchandising
10400 Yellow Circle Dr
Minnetonka, Minnesota 55343

- 12 Richard C. Casari, Vice President of Operations - Music Stores
10400 Yellow Circle Dr.
Minnetonka, Minnesota 55343
- 13 Eduardo A. Eguigure, Vice President of Information Systems and Services
10400 Yellow Circle Dr.
Minnetonka, Minnesota 55343
- 14 Robert A. Faulkner, Vice President and Controller
10400 Yellow Circle Dr.
Minnetonka, Minnesota 55343
- 15 James D. Narny, Vice President and Treasurer
10400 Yellow Circle Dr.
Minnetonka, Minnesota 55343
- 16 Richard J. Odette, Vice President of Purchasing of Pre-recorded Audio
10400 Yellow Circle Dr.
Minnetonka, Minnesota 55343
- 17 O. Keith Wanka, Vice President of Loss Prevention
10400 Yellow Circle Dr.
Minnetonka, Minnesota 55343
- 18 Lawrence A. Kurzeka, Vice President, General Manager - On Cue
10400 Yellow Circle Dr.
Minnetonka, Minnesota 55343
- 19 Heidi M. Hoard, Vice President, General Counsel and Corporate Secretary
10400 Yellow Circle Dr.
Minnetonka, Minnesota 55343
- 20 Randy L. Abbott, Division Vice President of Stores - Media Play
10400 Yellow Circle Dr.
Minnetonka, Minnesota 55343
- ~~21 Brad D. Yon, Division Vice President of Merchandising
10400 Yellow Circle Dr.
Minnetonka, Minnesota 55343~~
- 22 Michael J. Colon, Division Vice President of Stores - Sundae Division
10400 Yellow Circle Dr.
Minnetonka, Minnesota 55343
- 23 Linda A. Ruehle, Assistant Secretary
10400 Yellow Circle Dr.
Minnetonka, Minnesota 55343
- ~~24 Julie E. Clark, Assistant Secretary
10400 Yellow Circle Dr.
Minnetonka, Minnesota 55343~~
- 25 Karen Ring, Assistant Secretary
10400 Yellow Circle Dr.

Minnetonka, Minnesota 55343

25 Timothy A. Sully, Assistant Treasurer
10400 Yellow Circle Dr
Minnetonka, Minnesota 55343

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HON CUE, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDINGS AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-EIGHTH DAY OF FEBRUARY, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR -7 PM 2:01



Edward J. Freel
Edward J. Freel, Secretary of State

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02-28-96