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Mr. S. D. Bhatia (S.M.M.D.)

Resident Director

Mr. S. D. Bhatia (S.M.M.D.)

Resident

S.M.M.D. M. 12/2000 2000/2000  
Date Date Date File No.

Mr. S. D. Bhatia (S.M.M.D.)  
Resident Director

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To Friends & Family

Please file on request

Abdul

Abdul

Florida Department of Corrections  
Sergeant J. M. Johnson  
Secretary of State

March 7, 1990

CC: Governor

Subject: ONUCLUE, INC.  
File Number: Wagoner/Johnson

We have received your document for ONUCLUE, INC. and your check(s) totaling \$750.00. However, the enclosed document does not claim that you is being retained for the following assignment(s).

The assignment must be signed by the chairman, any vice chairman of the Board of Directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 30 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (305) 457-3100.

John Johnson  
Sergeant Johnson

Letter Number: 790AD9010256

ON CUE, INC.

UNANIMOUS WRITTEN CONSENT  
OF THE BOARD OF DIRECTORS

March 5, 1996

The Undersigned, being all of the directors of On Cue, 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 311(f) of the General Corporation Law of the State of Delaware, the following resolution:

RESOLVED, that the Corporation hereby consents to the adoption of a fictitious name to be used in the State of Florida. The fictitious name to be used in the state of Florida is On Cue, Inc. of Delaware.

The 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.

IN WITNESS WHEREOF, we have set our hands to this Unanimous Written Consent as of the date first written above.

  
Jack W. Bugner, Director

  
Reid Johnson, Director

RECEIVED  
MARCH 6 1996  
STATE OF DELAWARE  
DEPARTMENT OF STATE  
REGISTRATION AND  
QUALIFICATION SECTION  
REGISTRATION  
RECEIVED  
MARCH 6 1996  
STATE OF DELAWARE  
DEPARTMENT OF STATE  
REGISTRATION AND  
QUALIFICATION SECTION  
REGISTRATION

## APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 807.1803, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE  
STATE OF FLORIDA

1. On file, the  
(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. 43-2728978  
(EIN number, if applicable)
4. 04/27/1992  
(Date of incorporation)
5. Perpetual  
(Duration. Year(s) will cease to exist or "Perpetual")
6. Upon demand filed down  
(Information transmitted business in Florida (See Sections 807.1801, 807.1802, and 819.186, T 6))
7. 10800 Yellow Circle Drive, Minneapolis, Minnesota 55383  
  
(Current mailing address)
8. Periodicals, news, correspondence, audits, and other products of service relating but not limited to,  
possible, legal, commercial, business, and complete service.  
(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.I. CORPORATION SYSTEM  
Office Address: 5/5 Cypress Street, Suite 200, South Africa  
  
Establishment \_\_\_\_\_, Florida, 23324  
(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. I. Corporation System

(Registered agent's signature) (Officer)

Officer, Attorney-in-Fact, etc.

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.

*John J. Murphy*  
(Signature of Chairman, Vice Chairman, or any officer listed in Number 12 of the application)

14. Name and capacity

(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 Ore, Inc.**

1. **Jack Egeler, 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. Bonhoff, 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 Suncoast 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. Connerney, 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. Cohen, Vice President of Operations - Music Stores  
10400 Yellow Circle Dr.  
Minnetonka, Minnesota 55343
- 13 Edmund A. Eggersius, 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 Barbara D. Hamm, Vice President and Treasurer  
10400 Yellow Circle Dr.  
Minnetonka, Minnesota 55343
- 16 Richard J. Odell, Vice President of Purchasing of Recorded Audio  
10400 Yellow Circle Dr.  
Minnetonka, Minnesota 55343
- 17 O. Keith Wanke, 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 ~~David G. Pelt, Division Vice President of Merchandising~~  
~~10400 Yellow Circle Dr.~~  
~~Minnetonka, Minnesota 55343~~
- 22 Michael J. Colon, Division Vice President of Stores - Sundown Division  
10400 Yellow Circle Dr.  
Minnetonka, Minnesota 55343
- 23 Linda A. Ruehl, Assistant Secretary  
10400 Yellow Circle Dr.  
Minnetonka, Minnesota 55343
- 24 ~~JW C. Clark, Assistant Secretary~~  
~~10400 Yellow Circle Dr.~~  
~~Minnetonka, Minnesota 55343~~
- 25 Karen Ring, Assistant Secretary  
10400 Yellow Circle Dr.

Minnetonka, Minnesota 55343

26 Timothy A. Scully, Assistant Treasurer  
10400 Yellow Circle Dr.  
Minnetonka, Minnesota 55343

*State of Delaware*

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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 THAT THE FOREGOING CORPORATION 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 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.

EDWARD J. FREEL  
SECRETARY OF STATE  
RECEIVED  
FEB 28 1996

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SEARCHED - INDEXED

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12-25-96