

F96000002157



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96 MAR 27 PM 3:13  
DIVISION OF CORPORATION

ACCOUNT NO. : 0721000000032  
REFERENCE : 432502 Patucia Pizub  
AUTHORIZATION :  
COST LIMIT : \$ 70.00

ORDER DATE : March 22, 1996

ORDER TIME : 1:30 PM

600001760186

ORDER NO. : 092502

CUSTOMER NO: 4300608

CUSTOMER: Ms. Hilary S. Geier  
Frankfurt, Garbus, Klein &  
400 Madison Avenue

New York, NY 10022

W96-6692.

FOREIGN FILINGS

NAME: C.P. GROUP, INC.

XXXX QUALIFICATION (TYPE: CD)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY  
☒ PLAIN STAMPED COPY  
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

96 MAR 27 PM 12:14  
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 APR 12 PM 12:09

March 27, 1996

CSC NETWORKS

SUBJECT: C.P. GROUP, INC.  
Ref. Number: W96000006692

**RESUBMIT**  
Please give original  
submission date as file date

We have received your document(s) in this office, however, the document is being returned for the following:

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6958.

Lee Rivers  
Document Examiner

Letter Number: 296A00014142

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96 APR 25 AM 11:29  
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Sandra B. Morthum  
Secretary of State

April 26, 1996

CSC NETWORKS

SUBJECT: C.P. GROUP, INC.  
Ref. Number: W96000006692

**RESUBMIT**  
Please give original  
submission date as file date.

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 MAR 27 PM 12:05

We have received your document(s) in this office, however, the document is being returned for the following:

You failed to make the correction(s) requested in our previous letter.

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6094.

Doug Dickinson  
Document Specialist

Letter Number: 296A00020002

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95 APR 20 AM 11:15  
DIVISION OF CORPORATIONS

**Unanimous Written Consent  
of the  
Board of Directors  
of  
C. P. Group, Inc.**

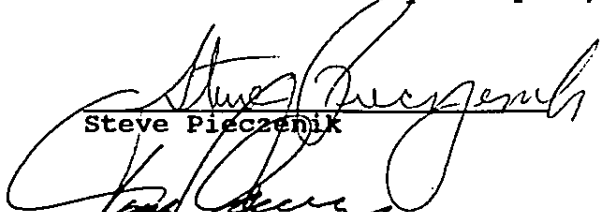
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DIVISION OF CORPORATIONS  
96 APR 21 PM 12:09

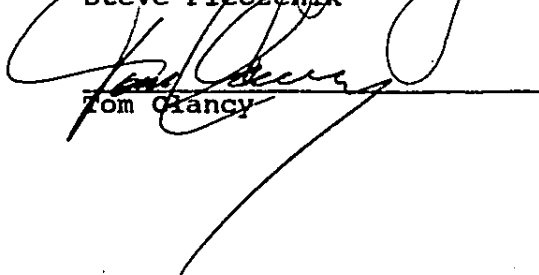
The undersigned, being all of the members of the Board of Directors of C. P. Group, Inc., a New York corporation (the "Corporation"), hereby consent in lieu of taking action at a meeting, to the adoption of the following resolutions:

RESOLVED, that, inasmuch as this corporation desires to transact business in the State of Florida, and inasmuch as the Board of Directors has been advised that the name of this corporation is not available for corporate use in the State of Florida, this corporation adopts the alternate name "C.P. Group of Maryland, Inc." for use in transacting business in the State of Florida pursuant to Section 607.1506, Florida Business Corporation Act; and it is

FURTHER RESOLVED, that the officers of the corporation be and hereby are authorized and directed to cause any and all required documents to be prepared, executed and filed so that this corporation may obtain a Certificate of Authority pursuant to the Florida Business Corporation Act, and to cause this corporation to use the said alternate name in the transaction of business in the State of Florida.

This Consent is executed as of the 10th day of April, 1996.

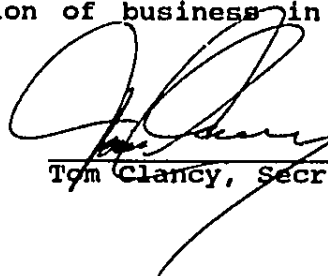
  
Steve Pieczenik

  
Tom Olancy

Tom Clancy, Secretary of C.P. Group, Inc., a corporation duly organized under the laws of the State of Maryland, does hereby certify that the following is a true and correct copy of a resolution of the Board of Directors of said corporation, adopted by unanimous consent of the Board of Directors on the 10th day of April, 1996.

"RESOLVED, that, inasmuch as this corporation desires to transact business in the State of Florida, and inasmuch as the Board of Directors has been advised that the name of this corporation is not available for corporate use in the State of Florida, this corporation adopts the alternate name "C.P. Group of Maryland, Inc." for use in transacting business in the State of Florida pursuant to Section 607.1506, Florida Business Corporation Act; and it is

FURTHER RESOLVED, that the officers of the corporation be and hereby are authorized and directed to cause any and all required documents to be prepared, executed and filed so that this corporation may obtain a Certificate of Authority pursuant to the Florida Business Corporation Act, and to cause this corporation to use the said alternate name in the transaction of business in the State of Florida."

  
Tom Clancy, Secretary

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DIVISION OF CORPORATIONS  
56 APR 23 PM 12:09

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

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE  
STATE OF FLORIDA:**

1. C.P. GROUP, 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. Maryland  
(State or country under the law of which it is incorporated)
3. 52-1934801  
(FBI number, if applicable)
4. May 17, 1995  
(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 817.155, F.S.))

7. c/o Law Office of Peter Angelou  
300 East Lombard Street, 18th Floor  
Baltimore, Maryland 21202

(Current mailing address)

8. To engage in all phases of the entertainment and publishing business  
and related 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: (P.O. Box or Mail Drop Box NOT acceptable)**

**Name:** The Prentice-Hall Corporation System, Inc.

**Office Address:** 1201 Hays Street, Suite 105

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.*

The Prentice-Hall Corporation System, Inc.

By: Vicki Schreiber Asst. V.P.  
(Registered agent's signature)

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: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: Tom Clancy

Address: c/o Law Office of Peter Angelos, 300 East Lombard Street  
18th Floor  
Baltimore, Maryland 21202

Director: Steve Pieczenik

Address: c/o Law Office of Peter Angelos  
18th Floor  
Baltimore, Maryland 21202

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Steve Pieczenik

Address: c/o Law Office of Peter Angelos  
18th Floor  
Baltimore, Maryland 21202

CHAIRMAN  
~~Vice President~~ Tom Clancy

Address: c/o Law Office of Peter Angelos  
18th Floor  
Baltimore, Maryland 21202

Secretary: Tom Clancy

Address: c/o Law Office of Peter Angelos  
18th Floor  
Baltimore, Maryland 21202

Treasurer: Steve Pieczenik

Address: c/o Law Office of Peter Angelos, 18th Floor  
Baltimore, Maryland 21202

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

13. Steve Pieczenik, President  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Steve Pieczenik, President  
(Typed or printed name and capacity of person signing application)

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DIVISION OF CORPORATIONS  
96 MAR 27 PM 2:11

# STATE OF MARYLAND

431773

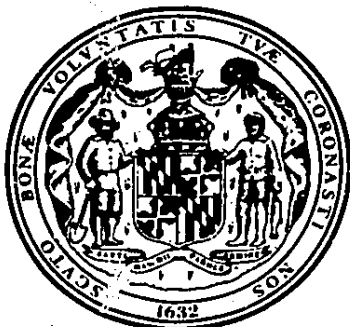
## STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

301 West Preston Street Baltimore, Maryland 21201

I, BRENDA A. WALKER OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT SAID DEPARTMENT, BY THE LAWS OF SAID STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATE CHARTERS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE; AND I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT C.P. GROUP, INC. IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND SAID CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN THE STATE OF MARYLAND.

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DIVISION OF CORPORATIONS  
96 MAR 27 PM 12:11



IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE THIS 20TH DAY OF MARCH, 1996.

  
BRENDA A. WALKER  
ADMIN SPECIALIST II