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1201 HAYS STREET

SALEHABAD, NJ 07091-2000

908-251-0070

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**CSC networks**

PROFESSIONAL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 071833 4319220

AUTHORIZATION : *Patricia Pyjunt*

COST LIMIT : \$ 70.00

ORDER DATE : August 30, 1996

ORDER TIME : 9:55 AM

ORDER NO. : 071833

CUSTOMER NO: 4319220

CUSTOMER: Ms. Ilene Stack  
Viacom Inc.  
1515 Broadway  
27th Floor  
New York, NY 10036

300001988753

FOREIGN FILINGS

NAME: VIACOM INTERNATIONAL INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Helentjaris

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 SEP -5 AM 11:34

*WC*  
9/5

RECORDED  
96 SEP -5 AM 10:57  
DIVISION OF CORPORATIONS

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. Viacom International 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. 13-3844753

(FEI number, if applicable)

4. May 19, 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 P. Dauman, 1515 Broadway

New York, New York 10036

(Current mailing address)

8. International multimedia corporation

(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:

The Prentice-Hall

Name: Corporation System, Inc.

Office Address: 1201 Hays Street

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: John Schach

(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.

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

A. DIRECTORS

*Director*  
Chairman: Philippe P. Dauman  
Address: 1515 Broadway  
New York, New York 10036  
*Director*  
Vice Chairman: George S. Smith, Jr.  
Address: 1515 Broadway  
New York, New York 10036  
Director: Michael D. Fricklas  
Address: 1515 Broadway, New York, New York 10036  
  
Director: \_\_\_\_\_  
Address: \_\_\_\_\_

B. OFFICERS

President: Sumner M. Redstone  
Address: 1515 Broadway, New York, New York 10036  
  
*Senior*  
Vice President: Michael D. Fricklas  
Address: 1515 Broadway, New York, New York 10036  
  
*Assistant*  
Secretary: Ilene W. Stack  
Address: 1515 Broadway, New York, New York 10036  
  
*Sr. VP +*  
Treasurer: George S. Smith, Jr.  
Address: 1515 Broadway, New York, New York 10036

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

13. *Ilene W. Stack*  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14. Ilene W. Stack, Assistant Secretary  
(Typed or printed name and capacity of person signing application)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 SEP -5 AM 11:34

*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 "VIACOM INTERNATIONAL 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 THIRD DAY OF SEPTEMBER, A.D. 1996.

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

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

RECEIVED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 SEP -5 AM 11:34



*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION:

8089909

DATE:

09-03-96