F96000004974

[illegible] HAYS STREET
800-34[illegible]

RECEIVED

96 SEP 27 AM 10:44

DIVISION OF CORPORATION

CSC networks
PRENTICE HALL LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 101050 4303929

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : $ 78.75

ORDER DATE : September 27, 1996

ORDER TIME : 10:08 AM

ORDER NO. : 101050

100001958641

CUSTOMER NO: 4303929

CUSTOMER: Ms. Sheryl C. Vainstein
Greenberg Traurig Hoffman
20th Floor
1221 Brickell Avenue
Miami, FL 33131-3238

FOREIGN FILINGS

NAME: MAGICWORKS ENTERTAINMENT
INCORPORATED

XXXX QUALIFICATION (TYPE: CO)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 27 AM 11:00

HC 9/27

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

______ CERTIFIED COPY
XX PLAIN STAMPED COPY (2)
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

In compliance with §607.1503, FLORIDA STATUTES, the following is submitted to Register a FOREIGN CORPORATION TO TRANSACT BUSINESS in the State of Florida:

1. Magicworks Entertainment Incorporated
(Name of Corporation adding the word "INCORPORATED", "COMPANY" OR "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 is incorporated)

3. 87-0425513
(F.E.I Number, if applicable)

4. 04/13/88
(Date of Incorporation)

5. Perpetual
(Duration: Year corporation will cease to exist or "Perpetual)

6. Date of qualification in Florida
(Date first transacted business in Florida. (See §607.1501, 607.1502, and §817.155 F.S.)

7. 930 Washington Avenue, Miami Beach, FL 33139
(Current Mailing Address; please include city, state & zip code)

8. Any lawful business
(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

Tallahassee, FLORIDA 32301
(Zip Code)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 27 AM 11:00

10. **REGISTERED AGENT'S ACCEPTANCE: Having been named as the 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.**

CORPORATION SERVICE COMPANY, Registered Agent

BY: [signature] (Signature) Date: 9/27, 1996.
Maria Newport Agent for Registered Agent

11. Attached is a certificate of existence duly authenticated, not more than **90 days prior** to delivery of this application to the Florida Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of the state or country in which it is incorporated.

12. **NAME OF DIRECTORS and/or OFFICERS:** (See Attached Exhibit A)

A. DIRECTORS:

Director: See attached Exhibit A

Address: ______

Director: ______

Address: ______

B. OFFICERS:

President: ______

Address: ______

Secretary: ______

Address: ______

Treasurer: ______

Address: ______

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

13. Steven Chaby, CFO DATE: 09-26-96

(Signature of Chairman, Vice Chairman, or any officer listed in #12)

14. STEVEN CHABY, Chief Financial Officer and Treasurer ~~MAGICWORKS HEADQUARTERS~~

(Print or type name and office of person signing this application)

FILING FEE: $122.50

GIN\CALVING\187873.1\

Exhibit A*

Directors:	Brad Krassner Joe Marsh Lee Marshall H. Yale Gutnick Ronald J. Korn
Officers:	Brad Krassner - Co-Chairman of the Board and Chief Operating Officer Joe Marsh - Co-Chairman of the Board Lee Marshall - President and Chief Executive Officer Steven Chaby - Chief Financial Officer and Treasurer Larry Turk - Secretary

* Each of the officers and directors has an address:

c/o Magicworks Entertainment Incorporated
930 Washington Avenue
Miami Beach, Florida 33139

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MAGICWORKS ENTERTAINMENT INCORPORATED" 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-SEVENTH 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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 27 AM 11:00

Edward J. Freel, Secretary of State

2157668 8300

960280961

AUTHENTICATION: 8123209

DATE: 09-27-96

F96000004974

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MAGICWORKS ENTERTAINMENT INCORPORATED" 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-SEVENTH 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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 27 AM 11: 00

Edward J. Freel

Edward J. Freel, Secretary of State

2157668 8300

960280961

AUTHENTICATION: 8123209

DATE: 09-27-96