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October 10, 1996

VIA FEDERAL EXPRESS

Qualification/Tax Lien Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

206001971742  
-10/11/96--01067--001  
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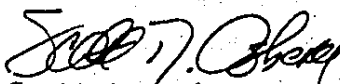
Re: Busy Body, Inc.

Dear Sir or Madam:

The enclosed Application by Foreign Corporation for Authorization to Transact Business in Florida (in duplicate), Certificate of Existence dated September 12, 1996 from the State of Florida, and check in the sum of \$70.00, and payable to Florida Department of State, are submitted to register the referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the undersigned in the enclosed postage prepaid envelope. Should you have any questions, please contact me.

Very truly yours,

  
Scott D. Osborn

Enclosures

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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. Busy Body, 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. California  
(State or country under the law of which it is incorporated)
3. 95-4479522  
(FBI number, if applicable)
4. May 12, 1994  
(Date of Incorporation)
5. perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. October 1, 1996  
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.135, F.S.))
7. 4540 Beltway Drive  
Dallas, Texas 75244  
(Current mailing address)
8. To engage in any act or activity for which a corporation may be organized  
(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)

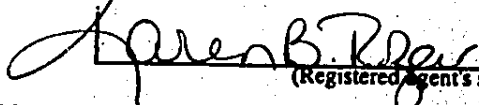
Name: The Prentice Hall Corporation System, Inc.

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.



(Registered agent's signature) Karen B. Rozar, As Agent

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: Brian P. McDermott

Address: 2665 Main Street, Suite 260

Santa Monica, California 90405

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

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

Director: Michael J. Fourticq

Address: 2665 Main Street, Suite 260

Santa Monica, CA 90405

Director: Richard H. Hillman

Address: 2665 Main Street, Suite 260

Santa Monica, CA 90405

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

President: \_\_\_\_\_

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

Vice President: R. Michael Carroll

Address: 4540 Beltway Drive

Dallas, Texas 75244

Secretary: R. Michael Carroll

Address: 4540 Beltway Drive

Dallas, Texas 75244

Treasurer: \_\_\_\_\_

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

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

13. *R. Michael Carroll*

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

14. R. MICHAEL CARROLL

VICE PRESIDENT

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

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12. A. Directors (Continued)

Director: James P. Wilson  
Address: c/o 5847 San Felipe, Suite 4350  
Houston, Texas 77057

Director: Malcolm S. Menter  
Address: c/o 4540 Beltway Drive  
Dallas, Texas 75244

Director: James Scarborough  
Address: c/o 4540 Beltway Drive  
Dallas, Texas 75244

B. Officers

Chairman of the Board: Brian P. McDermott  
Address: 2665 Main Street, Suite 260  
Santa Monica, CA 90405

Chief Executive Officer: James Scarborough  
Address: c/o 4540 Beltway Drive  
Dallas, Texas 75244

Chief Operating Officer: John Damiano  
Address: c/o 4540 Beltway Drive  
Dallas, Texas 75244

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# State of California

## SECRETARY OF STATE

### CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, **BILL JONES**, Secretary of State of the State of California, hereby certify:

That on the 12th day of May, 1994,

**BUSY BODY, INC.**

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this  
certificate and affix the Great Seal of  
the State of California this day of

September 12, 1996



*Bill Jones*

Secretary of State