

FOREIGN REGISTRATION

TRANSMITTAL LETTER

F96000005531

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: **STUDIO CITY HOLDING CORPORATION**
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

LARRY D. FAW
(Name of Person)
STUDIO CITY HOLDING CORPORATION
(Firm/Company)
DRAWER 367
(Address)
OXFORD, FL 34484
(City/State/Zip)

300001989359--4
-10/29/96--01142--019
*****70.00 *****70.00

lf 10/24

Should you need to call someone concerning this matter, please call:

LARRY D. FAW at (**352**) **347-3947**
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

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

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**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:**

STUDIO CITY HOLDING CORPORATION

1. _____
(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. **NEW YORK** 3. **13-3227032**
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. **1984** 5. **PERPETUAL**
(Date of Incorporation) (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 817.133, F.S.))

7. **DRAWER 367**

OXFORD, FL 34484
(Current mailing address)

8. **TO TRANSACT ANY LAWFUL ACTIVITY AS REGULATED**
(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)**

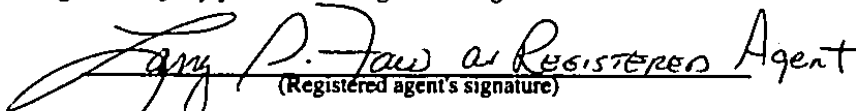
Name: **LARRY D. FAW**

Office Address: **14400 SW 46TH COURT**

OCALA, Florida, **34473**
(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)

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: (Street address ONLY-P.O. Box Not Acceptable)

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

Chairman: LARRY D. FAW
Address: 14400 SW 46TH COURT
OCALA, FL 34473

Vice Chairman: ROGER H. HEFLER
Address: 22 SEMINOLE PATH
WILDWOOD, FL 34785

Director: VINCENT J. NEVILLE
Address: 545 WEST HILL ROAD
STAMFORD, CT 06902

Director: HENRY G. SCHEURING
Address: 4936 BRYWILL CIRCLE
SARASOTA, FL 34234


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

President: LARRY D. FAW
Address: 14400 SW 46TH COURT
OCALA, FL 34473

CEO: ROGER H. HEFLER
Address: 22 SEMINOLE PATH
WILDWOOD, FL 34785

Sr. VP/Secretary: GENEVIEVE H. FAW* Also, Director
Address: 14400 SW 46TH COURT
OCALA, FL 34473

Treasurer/Comptroller: JOHN A. CHURCHILL, JR.
870 SYMPHONY ISLE BLVD.
APOLLO BEACH, FL 33572

13.  Larry D. Faw as Chairman & President
(Signature of Chairman, Vice Chairman, or any officer as listed in number 12 of the application.)

14. LARRY D. FAW AS CHAIRMAN & PRESIDENT
(Typed or printed name and capacity of person signing application)

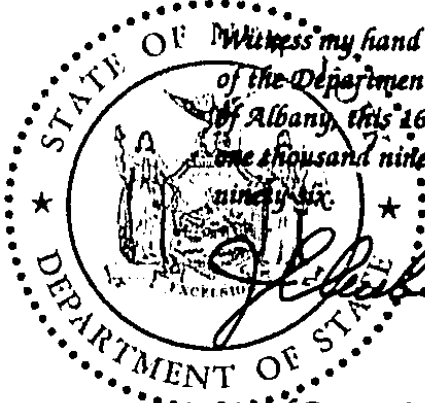
State of New York | **ss:**
Department of State

I hereby certify, that the certificate of incorporation of STUDIO CITY HOLDING CORPORATION was filed on 03/07/1984, under the name of CVT CORP. OF AMERICA, with perpetual duration, and that a diligent examination has been made of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

A Certificate of Amendment CVT CORP. OF AMERICA, changing name to STUDIO CITY HOLDING CORPORATION, was filed 06/26/1996.

The Corporation Biennial Statement is past due.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 16th day of October
one thousand nine hundred and
ninety six.



[Signature]
Special Deputy Secretary of State

199610170199 47