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PRESTIGE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 113025 4309451

AUTHORIZATION : *Patricia Pyjunt*

COST LIMIT : \$ 70.00

ORDER DATE : October 8, 1996

ORDER TIME : 1:45 PM

ORDER NO. : 113025-010

800002001558--4

CUSTOMER NO: 4309451

CUSTOMER: Jeffrey Dickinson, Esq
Morgan, Lewis & Bockius LLP
101 Park Ave.-45th Fl.

New York, NY 10178

FOREIGN FILINGS

NAME: SOUTHEX EXHIBITIONS 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: MICHAEL E. KLUNK

RECEIVED
96 NOV 12 AM 9:54
DIVISION OF CORPORATION
96 NOV 12 AM 10:36
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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11/12

**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. Southex Exhibitions 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. 65-0698336

(FEI number, if applicable)

4. Sept. 9, 1996

(Date of Incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. October 11, 1996

(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.133, F.S.)

7. 101 Park Avenue, New York, NY 10178

(Current mailing address)

To engage in any lawful act or activity for which corporations
8. may be organized under the corporation law.
(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 acceptable)

Name: Corporation Service Company

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.

Corporation Service Company

By: [Signature]

(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: Michael Franks

Address: Times House Station Approach, Ruislip HA48NB, U.K.

Director

~~Mark Alcock~~ Mark Alcock

Address: Northcliffe House, 2 Derry St.,
Kensington, London, Eng W85TT

Director: Simon Adkins

Address: Northcliffe House, 2 Derry St.
Kensington London, Eng W85TT

Director: Beverley Morden

Address: 1450 Don Mills Rd.
Don Mills, ON M3B 2X7

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

President: Beverley Morden

Address: 1450 Don Mills Rd.
Don Mills, ON M3B 2X7

Vice President: _____

Address: _____

Secretary: Paul Allingham

Address: 1450 Don Mills Rd.
Don Mills, ON M3B 2X7

Asst. Sec ~~Treasurer~~ Charles E. Engros

Address: 101 Park Ave., New York, NY 10178

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

13. 

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

14. Charles Engros Assistant Secretary

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

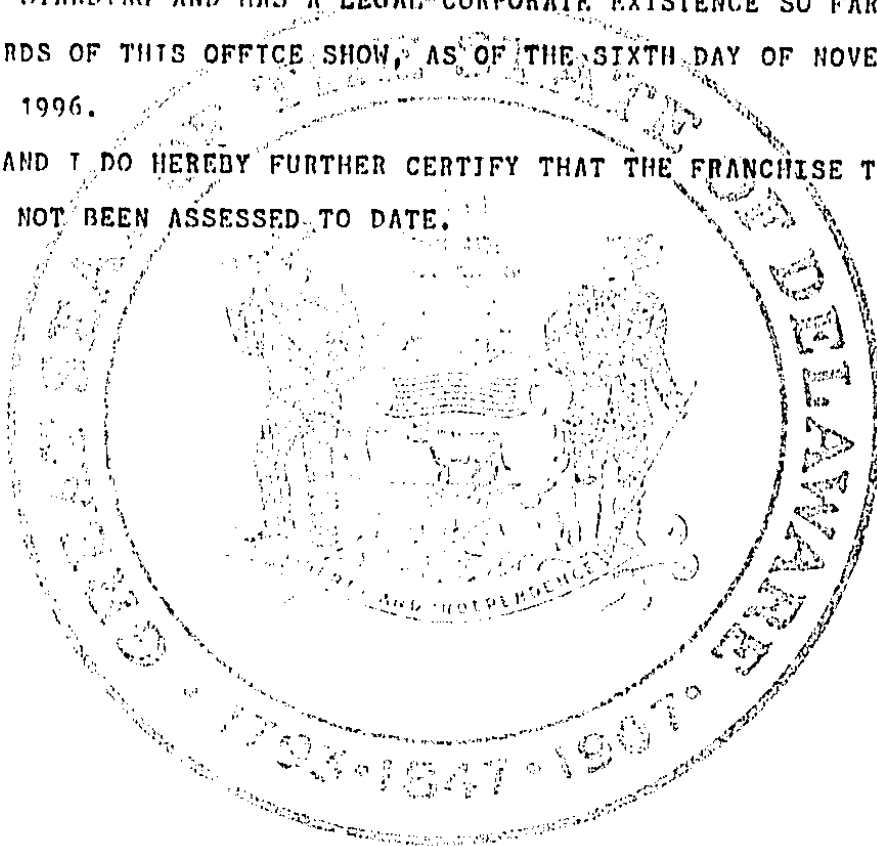
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State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SOUTHEX EXHIBITIONS 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 SIXTH DAY OF NOVEMBER, A.D. 1996.

AND I DO HEREDY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

8179545

DATE:

11-06-96