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CS networks
PREMIER HALL
LEGAL & FINANCIAL SERVICES

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

RECEIVED
96 DEC 18 AM 8:15
OFFICE OF CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 187615 4811143

AUTHORIZATION : Patricia Projects

COST LIMIT : \$ 70.00

ORDER DATE : December 13, 1996

ORDER TIME : 9:51 AM

ORDER NO. : 187615-005

900002032008--0

CUSTOMER NO: 4811143

CUSTOMER: Ms. Kelly F. Kidwell
Hbo
2049 Century Park East
Suite 4100
Los Angeles, CA 90067

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 18 AM 9:16
LC
12/18

FOREIGN FILINGS

NAME: GO FLIGHT, 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

**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:**

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1. Go Flight, 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. 95-4580968
(FEI number, if applicable)
4. 5/17/96
(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 617.155, F.S.))
7. 2049 Century Park East, Suite 4100
Los Angeles, CA 90067
(Current mailing address)
8. motion picture production
(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)

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: 
(Registered agent's signature)
A.P. Polizzi, Assistant Vice President

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:

DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Tony To

Address: 2049 Century Park East, Suite 4100
Los Angeles, CA 90067

Director: _____

Address: _____

B. OFFICERS

President: Tony To

Address: 2049 Century Park East, Suite 4100
Los Angeles, CA 90067

Vice President: _____

Address: _____

Secretary: Tony To

Address: 2049 Century Park East, Suite 4100
Los Angeles, CA 90067

Treasurer: Tony To

Address: 2049 Century Park East, Suite 4100
Los Angeles, CA 90067

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.)

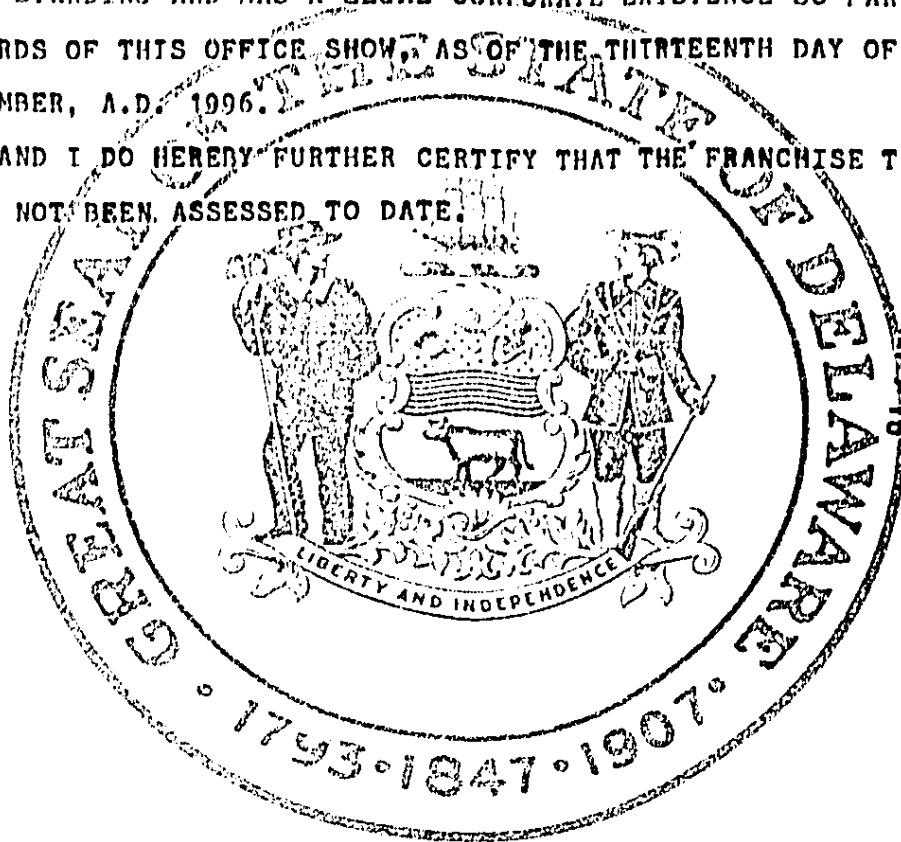
14. Tony To, President
(Typed or printed name and capacity of person signing application)

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State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GO FLIGHT, 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 THIRTEENTH DAY OF DECEMBER, A.D. 1996.

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



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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 18 AM 9:16



Edward J. Freel

Edward J. Freel, Secretary of State

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8239980

AUTHENTICATION:

DATE:

12-13-96