

F97000006302

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

800002224478--6
-06/27/97-01013--005
****131.25 ****131.25

SUBJECT: Windermere Entertainment, Inc.
(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:

Catherine A. Williams
(Name of Person)
Windermere Entertainment, Inc.
(Firm/Company)
5689 Westview Drive
(Address)
Orlando, Florida 32810
(City/State/Zip)

WS7-15021

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

Catherine Williams
(Name of Person) at (407) 578-9045
(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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC -1 PM 2:04



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 27, 1997

CATHERINE WILLIAMS
WINDERMERE ENTERTAINMENT, INC.
5689 WESTVIEW DR
ORLANDO, FL 32810

SUBJECT: WINDERMERE ENTERTAINMENT, INC.
Ref. Number: W97000015021

We have received your document for WINDERMERE ENTERTAINMENT, INC. and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

I am returning the certified copy of the certificate of incorporation as s.607.1503(2), F.S., requires a foreign corporation to submit an original "certificate of existence" issued from the Delaware Secretary of State. Please contact the Delaware Secretary of State at (302) 739-3073 to request such certificate.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6092.

Hart Collins
Senior Corporate Section Administrator

Letter Number: 497A00034078



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

August 26, 1997

CATHERINE WILLIAMS
WINDERMERE ENTERTAINMENT, INC.
5689 WESTVIEW DR.
ORLANDO, FL 32810

SUBJECT: WINDERMERE ENTERTAINMENT, INC.
Ref. Number: W97000015021

We have received your document for WINDERMERE ENTERTAINMENT, INC. and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

I am returning the certified copy of the certificate of incorporation as this office requires that a foreign corporation submit an original "certificate of existence" issued by the Delaware Secretary of State within the last 90 days. Please contact the Delaware Secretary of State at (302)739-3073 to request such certificate.

If you have any questions concerning the filing of your document, please call (850) 487-6092.

Hart Collins
Senior Corporate Section Administrator

Letter Number: 997A00042992

**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. Windermere Entertainment, 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 3. 59-3440624
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. April 4, 1997 5. "perpetual"
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. June 1, 1997
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. Windermere Entertainment, Inc.
5689 Westview Drive; Orlando, FL 32810
(Current mailing address)

8. Entertainment Gtv, radio production/consulting
(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: Catherine A. Williams

Office Address: 5689 Westview Drive
Orlando, Florida, 32810
(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.

Catherine A. Williams
(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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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC -1 PM 2:05

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: Catherine A. Williams

Address: 5689 Westview Drive
Orlando, FL 32810

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Catherine A. Williams

Address: 5689 Westview Drive
Orlando, FL 32810

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. Catherine A. Williams
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

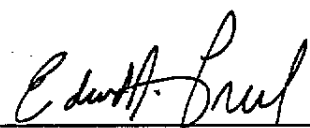
14. Catherine A. Williams
(Typed or printed name and capacity of person signing application)

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 "WINDERMERE ENTERTAINMENT, 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 TWENTIETH DAY OF NOVEMBER, A.D. 1997.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC -1 PM 2:05




Edward J. Freel, Secretary of State

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971392574

AUTHENTICATION:

8769166

DATE:

11-20-97