

# THE COMPANY CORPORATION

211 N. Market Street • Wilmington, Delaware 19801-1510 • Telephone: (302) 575-4440 • Fax: (302) 575-4346

December 26, 1997

Corporate Records Bureau  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

RE: BlackGround Inc.  
9510102547860

600002394186--1  
-01/08/98-01083-003  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

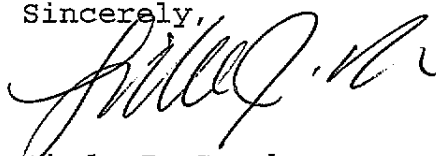
Dear Sir or Madam:

Enclosed please find Application for Authority (and related documents, if appropriate) and our check in the amount of \$70.00 for BlackGround Inc..

Please file and return all related correspondence to attention at the address listed above.

Please feel free to contact me directly at 1-302-575-0440 ext. 7003, with questions regarding the enclosed application.

Sincerely,



Linda J. Snook  
Unit Leader  
Non-Delaware Filings

enc.

FILED  
98 JAN - 8 AM 9:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
JL 1/12

**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:

1. BLACK GROUNDS 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. 59-3364798  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. OCT. 10, 1995 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 817.155, F.S.)

7. 2405 NORTH "L" STREET  
PENSACOLA, FL 32501  
(Current mailing address)

8. LIVE MUSIC & RECORDED ENTERTAINMENT/PRODUCTIONS  
(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: Larry Wolfe

Office Address: 200-A John Knox Road

Tallahassee, Florida, 32303-6643  
(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.

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TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: HENRY L. ARNOLD  
Address: 4551 TERRASANTA DR.  
PENSACOLA, FL. 32504  
Vice Chairman: PRINCE T. ARNOLD  
Address: 2405 NORTH "L." STREET  
PENSACOLA, FL. 32501  
Director: TAFFANY M. ARNOLD  
Address: 7733 TANKERSTON DR.  
MEMPHIS, TN. 38125  
Director: ROSE M. ARNOLD  
Address: 4551 TERRASANTA DR.  
PENSACOLA FL. 32501


B. OFFICERS

President: HENRY L. ARNOLD  
Address: 4551 TERRASANTA DR.  
PENSACOLA, FL. 32504  
Vice President: PRINCE T. ARNOLD  
Address: 2405 NORTH "L." STREET  
PENSACOLA, FL. 32501  
Secretary: TAFFANY M. ARNOLD  
Address: 7733 TANKERSTON DR.  
MEMPHIS, TN. 38125  
Treasurer: ROSE M. ARNOLD  
Address: 4551 TERRASANTA DR.  
PENSACOLA, FL. 32504

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TALLAHASSEE, FLORIDA

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.

PRINCE T. ARNOLD, VICE-PRESIDENT  
(Typed or printed name and capacity of person signing application)

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICLE FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON PROCESS  
MAY BE SERVED.

In compliance with Section 607.1503, Florida Statutes, the following is  
submitted:

First, this BlackGround Inc. organized  
under the laws of the state of Delaware with its principal place of  
business to be located in the city of Pensacola, State of Florida,  
has named Larry Wolfe located at 200 - A John Knox Road, Tallahassee FL 32303-6643  
as its agent for service of process within Florida.

Having been named to accept service of process for the above stated corporation,  
at the place designated in this Certificate, I hereby agree to act in this capacity and I  
further agree to comply with the provision of all statutes relative to the proper and  
complete performance of my duties.



Larry Wolfe

December 26, 1997.

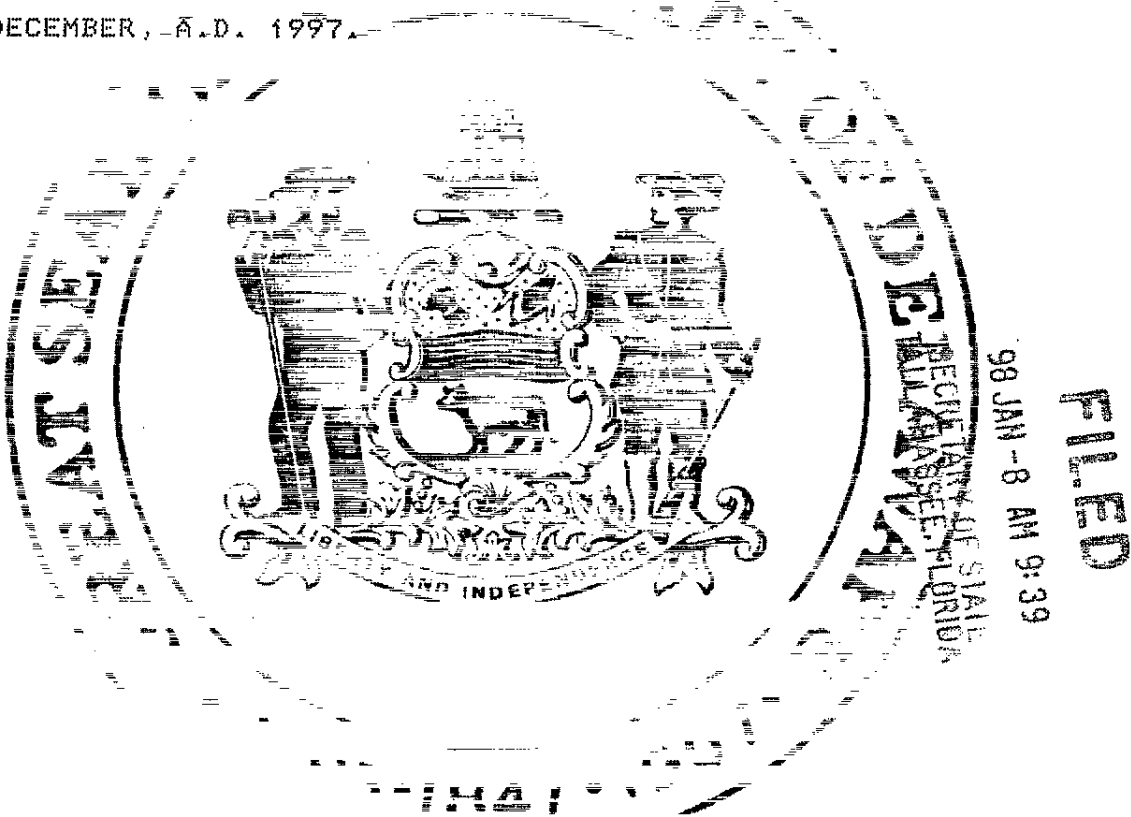
Date

FILED  
98 JAN -8 AM 9:39  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

*State of Delaware*  
*Office of the Secretary of State*

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BLACKGROUND 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 TWENTY-THIRD DAY OF DECEMBER, A.D. 1997.



*Edward J. Freel*

Edward J. Freel, Secretary of State

2547860 8300

971445646

AUTHENTICATION:

DATE:

8833316

12-23-97