

F980000000963

Document Number Only

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name  
TALLAHASSEE, FL 32301

Address  
222-1092

City State Zip Phone

CORPORATION(S) NAME

700002435267--9  
-02/19/98--01053--013  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Soundflex Showworks, Inc.

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DIVISION OF CORPORATIONS  
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| <input type="checkbox"/> NonProfit             |   |   |
| <input type="checkbox"/> Limited Liability Co. |   |   |
| <input checked="" type="checkbox"/> Foreign    | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark                   |
| <input type="checkbox"/> Limited Partnership   | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other                  |
| <input type="checkbox"/> Reinstatement         | <input type="checkbox"/> Reservation            | <input type="checkbox"/> Change of R.A.         |
|  |   | <input type="checkbox"/> Fictitious Name Filing |
| <input type="checkbox"/> Certified Copy        | <input type="checkbox"/> Photo Copies           | <input type="checkbox"/> CUS                    |
| <input type="checkbox"/> Call When Ready       | <input type="checkbox"/> Call if Problem        | <input type="checkbox"/> After 4:30             |
| <input checked="" type="checkbox"/> Walk In    | <input type="checkbox"/> Will Wait              | <input checked="" type="checkbox"/> Pick Up     |
| <input type="checkbox"/> Mail Out              |   |   |

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION  
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. SounDelux Showworks, 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. California 3. 95-4462820  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 12/3/97 5. Perpetual  
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. January 1, 1998  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502 and 817.155 S.))
7. c/o SounDelux Entertainment Group, Inc.  
7080 Hollywood Boulevard, 11th Floor, Hollywood, CA 90028  
(Current mailing address)
8. Pursue all legal activities, as authorized under the California and Florida Corporation  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Law Florida)
9. Name and street address of Florida registered agent:  
Name: C T CORPORATION SYSTEM  
Office Address: c/o C T Corporation System, 1200 South Pine Island Road  
Plantation, Florida, 33324  
(Zip Code)

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10. Registered agent 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.*

C T CORPORATION SYSTEM

D. F. Hickey  
(Registered agent's signature) (Officer)  
D. F. Hickey Asst. Secy  
(Type Name and Title of Officer)

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:

A. DIRECTORS

DIRECTOR: ~~Chairman~~ JEFFREY S. EDELL

Address: 7080 Hollywood Blvd., 11th Floor  
Hollywood, CA 90028

DIRECTOR: ~~Vice Chairman~~ LON E. BENDER

Address: 7080 Hollywood Blvd., 11th Floor  
Hollywood, CA 90028

Director: WYLIE STATEMAN

Address: 7080 Hollywood Blvd., 11th Floor  
Hollywood, CA 90028

Director:

Address:

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B. OFFICERS

President: JEFFREY S. EDELL

Address: 7080 Hollywood Blvd., 11th Floor  
Hollywood, CA 90028

Vice President: NONE


Address:

Secretary: WYLIE STATEMAN

Address: 7080 Hollywood Blvd., 11th Floor  
Hollywood, CA 90028

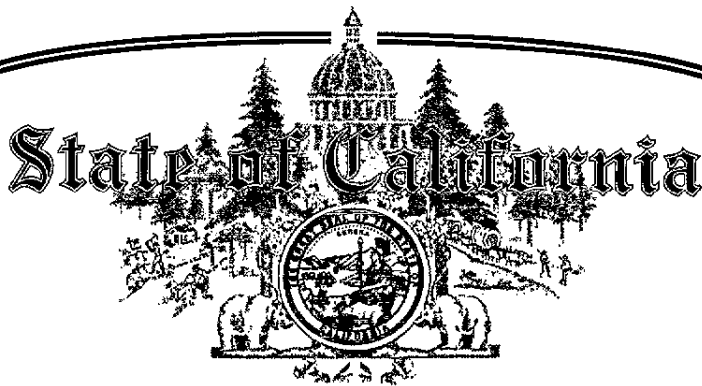
Treasurer: Mitchell Gordon  
Address: 7080 Hollywood Blvd., 11th Floor  
Hollywood, CA 90028

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. JEFFREY S. EDELL, President  
(Typed or printed name and capacity of person signing application)

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## SECRETARY OF STATE

### CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, **BILL JONES**, Secretary of State of the State of California, hereby certify:

That on the 3RD day of DECEMBER, 19 97,

SOUNDELUX SHOWWORKS, INC.

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this  
certificate and affix the Great Seal of  
the State of California this day of

18TH OF FEBRUARY, 1998



*Bill Jones*

Secretary of State