

F98000001208



ACCOUNT NO. : 072100000032

REFERENCE : 714746 4319220

AUTHORIZATION :

Patricia Pignatelli

COST LIMIT : \$ 70.00

ORDER DATE : February 20, 1998

ORDER TIME : 10:34 AM

ORDER NO. : 714746-030

CUSTOMER NO: 4319220

CUSTOMER: Michael Liotta, Esq
Viacom Inc.
1515 Broadway
51-35
New York, NY 10036

000002445350--8

FOREIGN FILINGS

NAME: VIACOM WBFS INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

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 SECRETARY OF STATE
 CORPORATIONS
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 98 FEB -3 AM 11:51
 98 MAR -3 AM 11:22
 DIVISION OF CORPORATION
mtw
3/3

**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. Viacom WBFS 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. 13-3810014
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. January 25, 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. 16550 N.W. 52nd Avenue
Miami, Florida 33014
(Current mailing address)
8. Operation of television station WBFS-TV in Miami, Florida
(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: 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.

Vicki Schreiber Asst. V.P.
(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: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

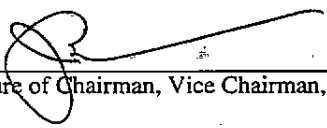
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

14. John Berna, Vice President
(Typed or printed name and capacity of person signing application)

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Viacom WBFS Inc.
13-3810014

Directors of the Company:

Kerry McCluggage
Philippe P. Dauman
George S. Smith, Jr.

5555 Melrose Avenue, Hollywood, California 90038
1515 Broadway, New York, New York 10036
1515 Broadway, New York, New York 10036

Officers of the Company:

Anthony Cassara
5555 Melrose Avenue
Hollywood, California 90038

President

Raymond S. Rajewski
5555 Melrose Avenue
Hollywood, California 90038

Executive Vice President

Steve Goldman
5555 Melrose Avenue
Hollywood, California 90038

Senior Vice President

Philippe P. Dauman
1515 Broadway
New York, New York 10036

Executive Vice President and Secretary

George S. Smith, Jr.
1515 Broadway
New York, New York 10036

Senior Vice President and Chief Financial Officer

John Berna
1515 Broadway
New York, New York 10036

Vice President

Ilene W. Stack
1515 Broadway
New York, New York 10036

Assistant Secretary

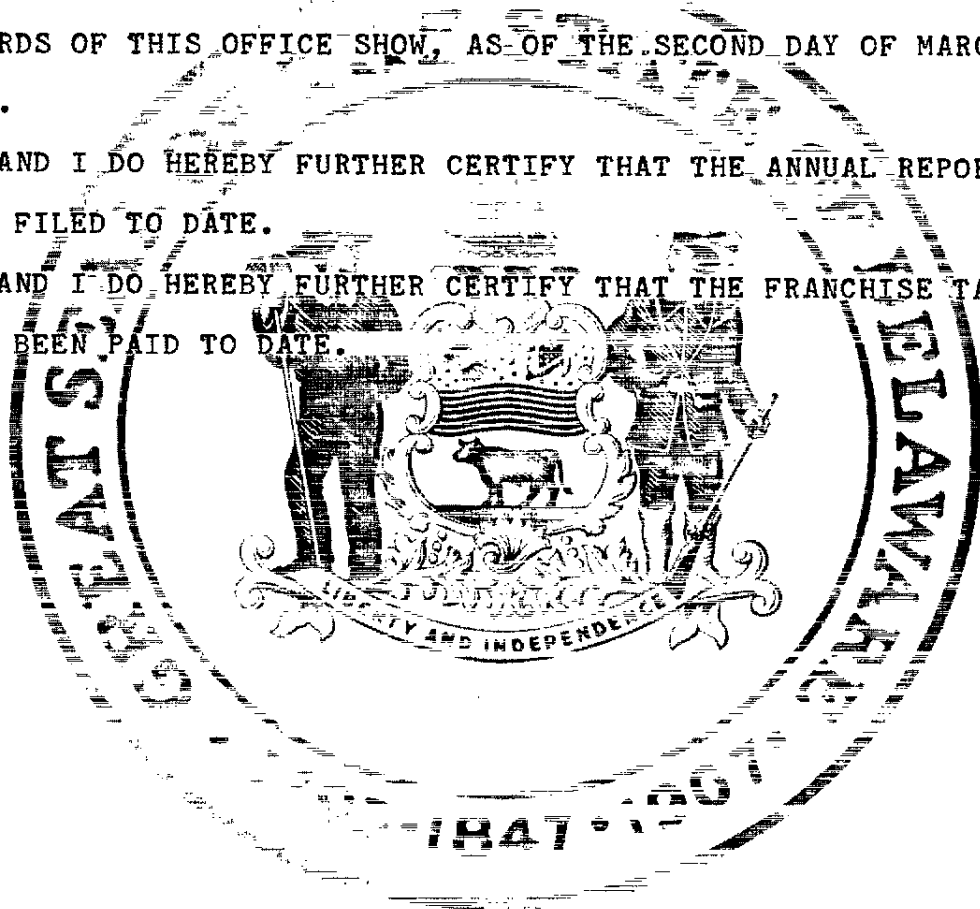
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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VIACOM WBFS 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 SECOND DAY OF MARCH, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



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DIVISION OF CORPORATIONS
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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8947316

DATE: 03-02-98