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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: THE COMPANY CORPORATION

ACCT#: 110421001316

CONTACT: REGINA CEPHAS

PHONE: (302)575-0440

FAX #: (302)575-1346

NAME: FIREFALL PRODUCTIONS, INC.

AUDIT NUMBER.....H98000005252

DOC TYPE.....FOREIGN PROFIT QUALIFICATION

CERT. OF STATUS..0 PAGES..... 3

CERT. COPIES.....0 DEL.METHOD.. FAX

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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. Firefall Productions, 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. 59-3491812

(FEI number, if applicable)

4. 12/4/97

(Date of incorporation)

5. _____

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon approval

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.153, F.S.)

7. 7512-50 Dr. Phillips Blvd., Suite 131

Orlando, FL 32819

(Current mailing address)

8. Entertainment + the media production and promotion
(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: Richard Ground

Office Address: 7512-50 Dr. Phillips Blvd., Ste. 131

Orlando

, Florida, 32819
(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.

Richard Ground
(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:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Richard GrundAddress: 7512-50 DR. Phillips Blvd. Ste. 131
Orlando, FL 32819Vice President: Richard GrundAddress: (Same)Secretary: Deborah S. GrundAddress: 7512-50 DR. Phillips Blvd., Ste. 131
Orlando, FL 32819Treasurer: Deborah S. GrundAddress: (Same)

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

13. Richard Grund President
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)14. _____
(Typed or printed name and capacity of person signing application)

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1313 N. Market Street, Wilm, DE 19801

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PAGE 1

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY "FIREFALL PRODUCTIONS, 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 EIGHTEENTH DAY OF MARCH.
A.D. 1998.

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This document was prepared by:
Linda Snook The Company Corp.
1313 N. Market Street
Wilmington, DE 19801
(302) 575-0440



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Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION: 8977282
DATE: 03-18-98