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FORT LAUDERDALE, FLORIDA 33316
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April 28, 1998

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

Florida Department of State
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

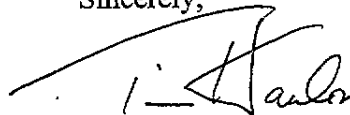
Re: The Diller Foundation

Dear Sir or Madam:

Enclosed please find an Application by Foreign Not For Profit Corporation for Authorization to Conduct its Affairs in Florida for the above-referenced. Also enclosed, please find our firm check in the amount of \$87.50 representing the filing fee.

Please forward confirmation of the filing to the undersigned. If you have any questions, please call me.

Sincerely,



M. Timothy Hanlon

2/5/7

MTH/cmc
Enclosures

FILED
98 MAY - 1 PM 3:19
TALLAHASSEE, FLORIDA

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**APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR
AUTHORIZATION TO CONDUCT ITS AFFAIRS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZA-
TION TO CONDUCT ITS AFFAIRS IN THE STATE OF FLORIDA:**

1. THE DILLER FOUNDATION, INC.

(Name of corporation: must include the word "INCORPORATED" or "CORPORATION" or words or abbrevia-
tions 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. "Company" or "Co." may not be used as a corporate
suffix by a nonprofit corporation.)

2. California
(State or country under the law of which it is incorporated)

3. 95-4081892
(FEI number, if applicable)

4. December 8, 1986
(Date of Incorporation)

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

6. March 31, 1998
(Date corporation first conducted affairs in Florida -
See sections 617.1501, 617.1502, and 817.155, F.S.)

7. 2425 Olympic Blvd., 6th Floor, West Tower

Santa Monica, California 90404

(Current mailing address)

8. To collect and receive contribution and to dispose of funds exclusively
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
for charitable, religious, scientific or educational purposes.

9. Name and street address of Florida registered agent:

Robb R. Maass, Esq.

(Name)

Alley, Maass, Rogers & Lindsay, P.A.
321 Royal Poinciana Plaza

(Office address)

Palm Beach

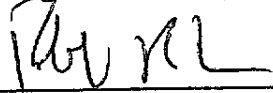
(City)

, Florida, 33480

(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.**

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

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: Barry Diller
Address: 11831 30th Court North
St. Petersburg, Florida 33716

Vice Chairman: _____
Address: _____

Director: Alexander Von Furstenberg
Address: 152 West 57th Street
New York, New York 10019

Director: _____
Address: _____

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

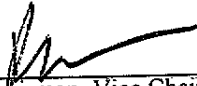
President: Barry Diller
Address: 11831 30th Court North
St. Petersburg, Florida 33716

Vice President: _____
Address: _____

Secretary: Alexander Von Furstenberg
Address: 152 West 57th Street, NY, NY 10019

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)

Barry Diller

(Typed or printed name and capacity of person signing application)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 MAY -1 PM 3:19

FILED

State of California

SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

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

That on the 18th day of December

THE DILLER FOUNDATION

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

April 15, 1998



Bill Jones

Secretary of State

RECEIVED
SECRETARY OF STATE
MAY 1 1998
11:11 AM