

F98000003319

COWAN & MINETZ

CHARTERED

ATTORNEYS AT LAW

JOHN C. BROIHIER
WILLIAM H. COWAN
ARIEH M. FLEMENBAUM
JAMES J. LEGNER
ROBERT S. MINETZ

180 NORTH LA SALLE ST., SUITE 2901
CHICAGO, ILLINOIS 60601

TELEPHONE (312) 236-9121
FACSIMILE (312) 236-6252

SUBURBAN OFFICE

1755 PARK STREET, SUITE 200
NAPERVILLE, ILLINOIS 60563

OF COUNSEL

ROBERT J. DI LEONARDI

June 3, 1998

Division of Corporations
Florida Secretary of State
409 E. Gaines Street
Tallahassee, FL 32399

RE: The Tussauds Group Florida Inc.

900002547749-9
-06/04/98-01063-007
*****70.00 *****70.00

To Whom It May Concern:

We represent The Tussauds Group Florida Inc. ("Tussauds"). Tussauds desires to transact business in the state of Florida. In order to affectuate the authorization of Tussauds in Florida, enclosed are:

- 1) the completed Application by Foreign Corporation for Authorization to Transact Business in Florida;
- 2) a certified copy of the certificate of incorporation from Delaware, certifying Tussauds' incorporation and its recent corporate name change to The Tussauds Group Florida Inc.; and
- 2) our firm's check in the amount of \$70.00 in payment of the filing fees.

Please file the enclosed application, and return all correspondence concerning this matter to me at the address above. If you have any questions, please do not hesitate to call me at 312-853-4474.

Respectfully,

A. M. F.
Arieh M. Flemenbaum

W98-12873

6/6/98

Enc.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 4, 1998

COWAN & MINETZ
ATTN: ARIEH M. FLEMENBAUM, ESQ.
180 NORTH LA SALLE ST., SUITE 2901
CHICAGO, IL 60601

SUBJECT: THE TUSSAUDS GROUP FLORIDA INC.
Ref. Number: W98000012873

We have received your document for THE TUSSAUDS GROUP FLORIDA INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

I am returning the certified copy of the certificate of incorporation and and certificate of amendment as this office requires a foreign corporation to submit an original "certificate of existence" issued by the Delaware Secretary of State within the last 90 days. Please contact the Delaware Secretary of State at (302) 739-3073 to request such certificate.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6094.

Agnes Lunt
Document Specialist

Letter Number: 798A00031644

COWAN & MINETZ

CHARTERED

ATTORNEYS AT LAW

JOHN C. BROIHIER
WILLIAM H. COWAN
ARIEH M. FLEMENBAUM
JAMES J. LEGNER
ROBERT S. MINETZ

180 NORTH LA SALLE ST., SUITE 2901
CHICAGO, ILLINOIS 60601

TELEPHONE (312) 236-9121
FACSIMILE (312) 236-6252

SUBURBAN OFFICE

1755 PARK STREET, SUITE 200
NAPERVILLE, ILLINOIS 60563

OF COUNSEL

ROBERT J. DI LEONARDI

June 10, 1998

Via Overnight Delivery

Ms. Agnes Lunt
Document Specialist
Division of Corporations
903 East Gaines Street
Tallahassee, Florida 32399

RE: The Tussauds Group Florida Inc.

Dear Ms. Lunt:

In connection with the application for the authority to transact business in Florida by The Tussauds Group Florida enclosed are:

- (1) an original certificate of existence; and
- (2) your letter, dated June 4, 1998.

Please file the application for authority to transact business in Florida, and return a copy of the filed application to me at the address above via Federal Express. My Federal Express account number is 1013-6670-7. If you have any questions, please do not hesitate to contact me.

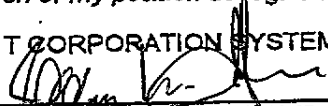
Respectfully,


Arie M. Flemenbaum

Enc.

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION 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. The Tussauds Group Florida 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. Applied For
(FEI number, if applicable)
4. May 22, 1998
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Date authorized to transact business in Florida
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 30 Rockefeller Plaza, 50th Floor
New York, NY 10112
(Current mailing address)
8. To engage in any lawful act or activity for which corporations may be organized
(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: C T CORPORATION SYSTEM
Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip Code)
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 obligation of my position as registered agent.
CT CORPORATION SYSTEM

(Registered agent's signature) (Officer)
Jeffrey R. Graves, Assistant Secretary
(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 (Street address only - P.O. Box **NOT** acceptable)

Chairman: Michael Jolly

Address: 30 Rockefeller Plaza, 50th Floor

New York, NY 10112

Vice Chairman: John Davis

Address: 30 Rockefeller Plaza, 50th Floor

New York, NY 10112

Director: Randall Keller

Address: 30 Rockefeller Plaza, 50th Floor

New York, NY 10112

Director: Andrew Tansley

Address: 30 Rockefeller, 50th Floor

New York, NY 10112

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

President: Michael Jolly

Address: 30 Rockefeller Plaza, 50th Floor

New York, NY 10112

Vice President: Randall Keller

Address: 30 Rockefeller Plaza, 50th Floor

New York, NY 10112


Secretary: John Davis

Address: 30 Rockefeller Plaza, 50th Floor

New York, NY 10112

Treasurer: Robert RogersAddress: 30 Rockefeller Plaza, 50th FloorNew York, NY 10112

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. Arieh M. Flemenbaum, Asst. Secretary
(Typed or printed name and capacity of person signing application)

**THE TUSSAUDS GROUP FLORIDA INC.
ADDENDUM TO THE APPLICATION BY FOREIGN CORPORATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

12. NAMES AND ADDRESSES OF OFFICERS AND/OR DIRECTORS:

A. DIRECTORS:

Director: David Veit
30 Rockefeller Plaza
50th Floor
New York, New York 10112

Director: Robert Rogers
30 Rockefeller Plaza
50th Floor
New York, New York 10112

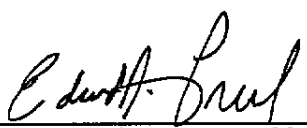
B. OFFICERS:

Assistant Secretary: Arie M. Flemenbaum
180 North LaSalle Street
Suite 2901
Chicago, Illinois 60601

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THE TUSSAUDS GROUP FLORIDA 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 NINTH DAY OF JUNE, A.D. 1998.




Edward J. Freel, Secretary of State

2899865 8300
981220457

AUTHENTICATION:
DATE: 9127001
06-09-98