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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

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-08/13/98-01010-001
*****70.00 *****70.00

SUBJECT: Cello Music & Film Systems, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Michael R. Lincoln, Esquire
(Name of Person)

Hunton & Williams
(Firm/Company)

1751 Pinnacle Drive, Suite 1700
(Address)

McLean, Virginia 22102
(City/State/Zip)

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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Should you need to call someone concerning this matter, please call:

Michael R. Lincoln at (703) 714-7400
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

HUNTON & WILLIAMS

1751 PINNACLE DRIVE, SUITE 1700

MCLEAN, VIRGINIA 22102

TELEPHONE (703) 714-7400

FACSIMILE (703) 714-7410

ATLANTA, GEORGIA
BANGKOK, THAILAND
BRUSSELS, BELGIUM
CHARLOTTE, NORTH CAROLINA
HONG KONG, CHINA
KNOXVILLE, TENNESSEE

NEW YORK, NEW YORK
NORFOLK, VIRGINIA
RALEIGH, NORTH CAROLINA
RICHMOND, VIRGINIA
WARSAW, POLAND
WASHINGTON, D.C.

Beth DeMasi, CLA
EMail: bdemasi@hunton.com

File No.: 54328.01
Direct Dial: (703) 714-7475

July 28, 1998

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

CELLO MUSIC & FILM SYSTEMS, INC.

Dear Sir/Madam:

Enclosed please find an original Application by Foreign Corporation for Authorization to Transact Business in Florida, along with supporting documentation regarding the reference corporation. Also enclosed is a check made payable to Secretary of State in the amount of \$70.00 to cover the filing fee.

I ask that you please place this application in line for processing as soon as possible. If you have any questions or need additional information, please give me a call. Thank you for your attention to this matter.

Very truly yours,



Beth DeMasi, CLA
Legal Assistant

Enclosures

cc: Michael R. Lincoln, Esquire (w/o enclosures)

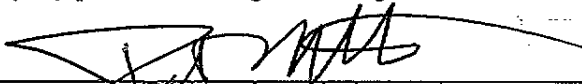
APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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. Cello Music & Film Systems, 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. _____
(FEI number, if applicable)
4. May 28, 1997
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. August 1, 1998
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.)
7. 3112 Fairview Park Drive
Falls Church, Virginia 22042
(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: (P.O. Box or Mail Drop Box NOT acceptable)
Name: Peter McGrath
Office Address: 3750 Kent Court
Coconut Grove, , Florida , 33133
(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)
Peter McGrath

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: Richard L. Adams, Jr.

Address: 3112 Fairview Park Drive, Falls Church, Virginia

Vice Chairman: _____

Address: _____

Director: See attached list

Address: _____

Director: _____

Address: _____

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

President: Richard L. Adams, Jr.

Address: 3112 Fairview Park Drive

Falls Church, Virginia 22042

Vice President: _____

Address: _____

Secretary: John W. Sidgmore

Address: 3112 Fairview Park Drive

Falls Church, Virginia 22042

Treasurer: Richard L. Adams, Jr.

Address: 3112 Fairview Park Drive

Falls Church, Virginia 22042

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. Richard L. Adams, Jr., President

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

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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Cello Music & Film Systems, Inc.
List of Board of Directors

Richard L. Adams, Jr.
10300 Hickory Forest Drive
Oakton, Virginia 22124

Mr. John W. Sidgmore
10 Greentree Court
Bethesda, Maryland 20817

Mr. Anthony DiSalvo
24 Court Street
New Haven, Connecticut 06511

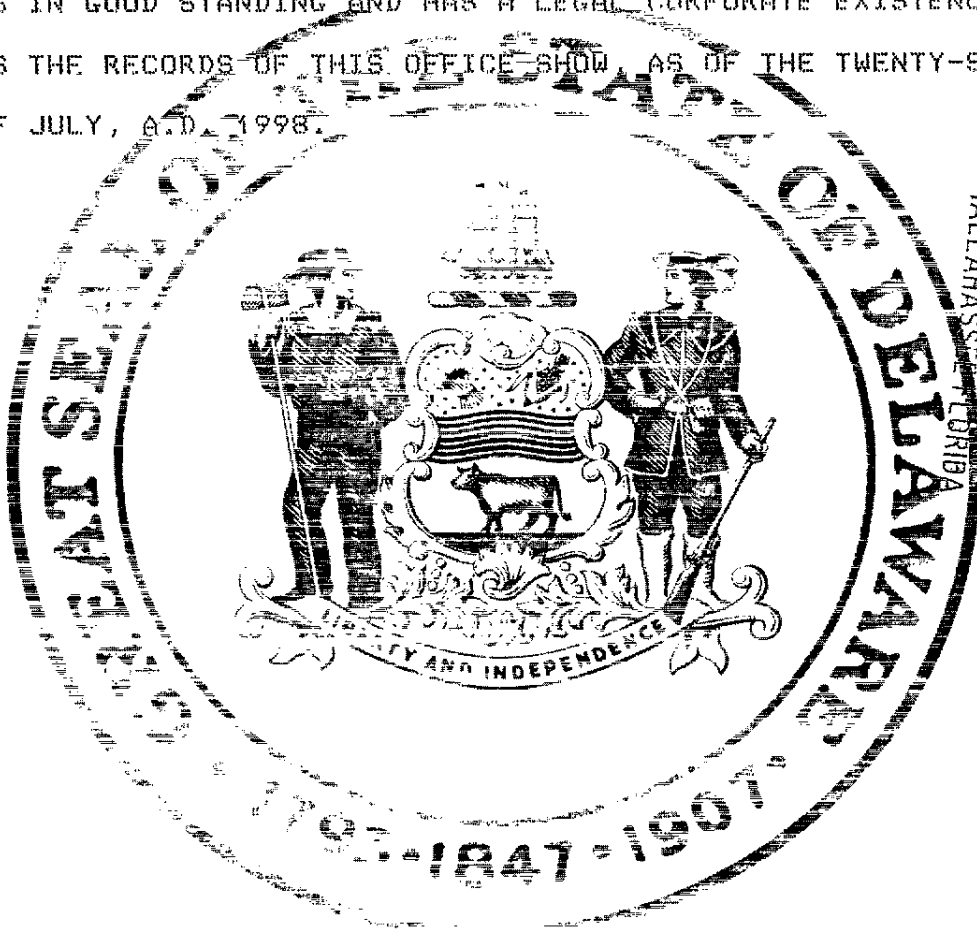
Mr. Mark Levinson
41 East 62nd Street
New York, New York 10021

Les B. Strauss
7 Sunset Avenue
Chester, Connecticut 06412

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CELLO MUSIC & FILM SYSTEMS, 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 TWENTY-SECOND DAY OF JULY, A.D. 1998.



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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

9210264

DATE:

07-22-98