



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 996513 4324660

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : October 14, 1998

ORDER TIME : 10:24 AM

ORDER NO. : 996513-015

CUSTOMER NO: 4324660

CUSTOMER: Ms. Claudia R. Immerzeel
Whitman Breed Abbott Morgan
633 West Fifth Street
Ste. 2100
Los Angeles, CA 90071

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 15 PM 12:02

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10/15

FOREIGN FILINGS

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*****70.00 *****70.00

NAME: ETM ENTERTAINMENT NETWORK, INC

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

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98 OCT 15 AM 11:28
DIVISION OF CORPORATIONS

**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. ETM Entertainment Network, 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. Nevada 3. 33-0610746
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. April 18, 1994 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Corporation is not yet transacting business in Florida.
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.)

7. 949 South Coast Drive, Suite 300
Costa Mesa, CA 92626
(Current mailing address)

8. See attached rider.
(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.

Corporation Service Company

By: Mark Rosser Mark Rosser, Asst. Vice President
(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. Dennis M. Lee
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. DENNIS M. LEE, CFO Chief Financial Officer
(Typed or printed name and capacity of person signing application)

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APPLICATION BY FOREIGN CORPORATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

RIDER

8. Proposed Business in Florida:

Advertising and ticketing services for concerts, sports and other attractions and events, and any and all other acts or activities for which a corporation may be qualified to do business in the State of Florida.

12.A. Names and Addresses of Directors:

Gene Heckerman
949 South Coast Drive, Suite 300
Costa Mesa, CA 92626

Peter Schneidermeier
949 South Coast Drive, Suite 300
Costa Mesa, CA 92626

Mark Bercuvitz
949 South Coast Drive, Suite 300
Costa Mesa, CA 92626

Eric Gritzmacher
949 South Coast Drive, Suite 300
Costa Mesa, CA 92626

Debra Duncan
949 South Coast Drive, Suite 300
Costa Mesa, CA 92626

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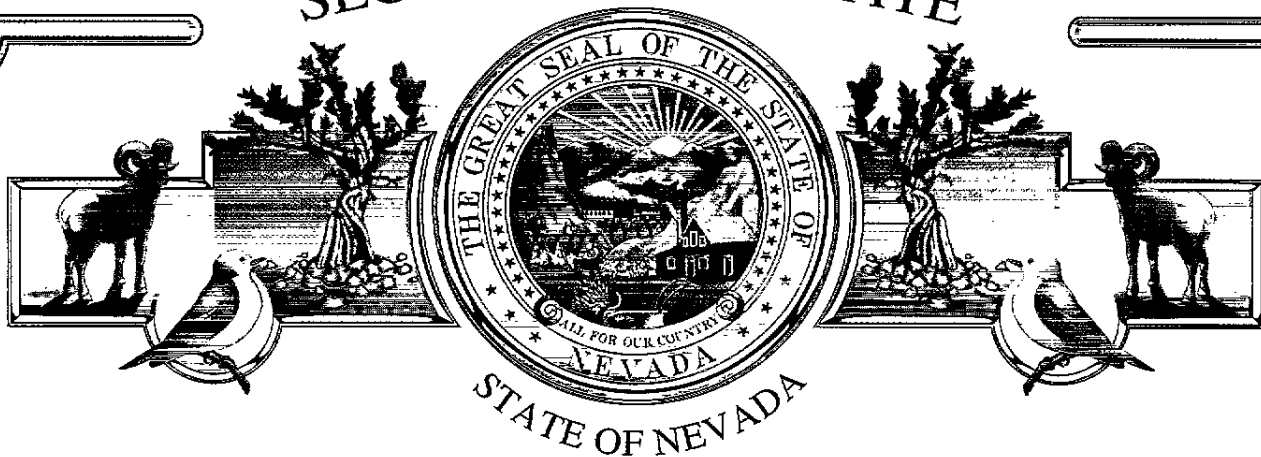
12.B. Names and Addresses of Officers:

Chief Executive Officer	Gene Heckerman 949 South Coast Drive, Suite 300 Costa Mesa, CA 92626
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President	Peter Schneidermeier 949 South Coast Drive, Suite 300 Costa Mesa, CA 92626
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Chief Financial Officer	Dennis Lee 949 South Coast Drive, Suite 300 Costa Mesa, CA 92626
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SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filing by corporations, limited-liability companies, limited partnerships, and limited-liability partnerships pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **ETM ENTERTAINMENT NETWORK, INC.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since April 18, 1994, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand
and affixed the Great Seal of State, at my office, in
Carson City, Nevada, on October 12, 1998.



Dean Heller
Secretary of State

By *Eric D. Smith*
Certification Clerk

FILED
SECRETARY OF STATE
DIVISION OF CORPORATE AFFAIRS
98 OCT 12 PM 12:02