

F98000005906



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 992319 4324660

AUTHORIZATION :

COST LIMIT : ~~\$ 70.00~~ FL PPA

ORDER DATE : October 9, 1998

ORDER TIME : 12:08 PM

ORDER NO. : 992319-015

CUSTOMER NO: 4324660

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

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

RECEIVED

98 OCT 22 PM 4:17

DIVISION OF CORPORATION

FOREIGN FILINGS

NAME: MATTHEWS STUDIO SALES, INC.

98 OCT 22 AM 8:46

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

mtw
10/23

**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. Matthews Studio Sales, 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. California
(State or country under the law of which it is incorporated)
3. 95-4705292
(FEI number, if applicable)
4. 8/4/98
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. 9/27/98
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 3111 N. Kenwood St.
Burbank, CA 91505
(Current mailing address)
8. See attached Exhibit A.
(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: Karen [Signature]
(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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Carlos D. DeMattos

Address: 3111 N. Kenwood St. Burbank, CA 91505

Director: _____

Address: _____

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

President: Carlos D. DeMattos

Address: 3111 N. Kenwood St.
Burbank, CA 91505

Vice President: _____

Address: _____

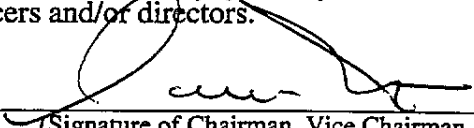
Secretary: Gregory Moiseeff

Address: 3111 N. Kenwood St.
Burbank, CA 91505

Treasurer: Carlos D. DeMattos

Address: 3111 N. Kenwood St.
Burbank, CA 91505

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. Carlos D. DeMattos, President
(Typed or printed name and capacity of person signing application)

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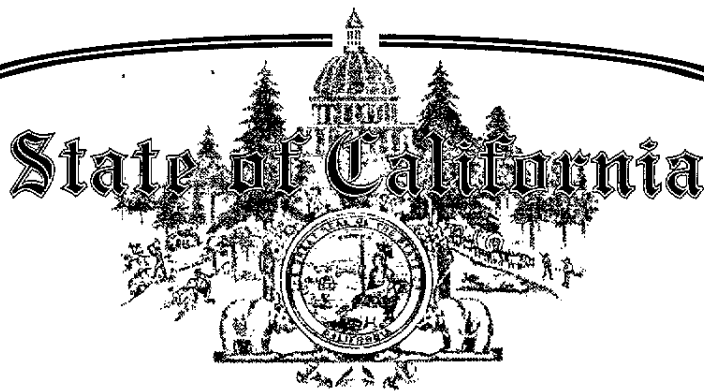
Exhibit A

MATTHEWS STUDIO SALES, INC.

Application by Foreign Corporation For
Authorization to Transact Business in Florida

8. General description of purposes of corporation: Distribution and sale of expendable supplies and equipment used by the entertainment and theatrical industries; rental of equipment used by the entertainment and theatrical industries, and any other acts and activities for which a corporation may be authorized to do business in Florida.

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SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

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

That on the 4th day of August, 19 98,

MATTHEWS STUDIO SALES, INC.

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 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.

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98 OCT 14 AM 9:46



IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal of
the State of California this day of

October 14, 1998

Bill Jones

Secretary of State