

CSC **THE UNITED STATES CORPORATION**
COMPANY

F980000006578

ACCOUNT NO. : 072100000032

REFERENCE : 041677 4337007

AUTHORIZATION : *Patricia Pizzuti*

COST LIMIT : \$ 70.00

ORDER DATE : November 23, 1998

ORDER TIME : 8:27 AM

ORDER NO. : 041677-005

CUSTOMER NO: 4337007

CUSTOMER: Mr. John A. Lambert
Saban Entertainment
10960 Wilshire Boulevard

Los Angeles, CA 90024

800002701258--4

FOREIGN FILINGS

NAME: MOBILINK PARTNERS, 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

FILED
98 DEC -3 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
98 DEC -3 AM 9:50
UNITED STATES CORPORATION

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. Mobilink Partners, 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. 54-1781927

(FEI number, if applicable)

4. 12/4/95

(Date of Incorporation)

5. perpetual

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

6. upon qualification

(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 10960 Wilshire Boulevard

Los Angeles, CA 90024

(Current mailing address)

8. Entertainment

(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:

(Registered agent's signature)

Karen E. Wehner, Asst. Vice President

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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TALLAHASSEE
FLORIDA
SECRETARY OF STATE

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: _____

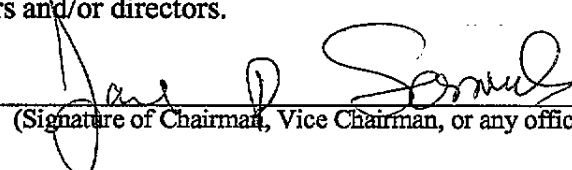
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Jack D. Samuels, Vice President
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE

Mobilink Partners, Inc.
List of Officers

Mel Woods	President & CFO	10960 Wilshire Blvd, Los Angeles, CA 90024
Donna Cunningham	Executive Vice President	10960 Wilshire Blvd, Los Angeles, CA 90024
Jack D. Samuals	Vice President & Secretary	10960 Wilshire Blvd, Los Angeles, CA 90024
Stacy Lifton	Assistant Secretary	10960 Wilshire Blvd, Los Angeles, CA 90024

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TALLAHASSEE FLORIDA

Mobilink Partners, Inc.
List of Directors

Haim Saban	Chairman of the Board	10960 Wilshire Blvd, Los Angeles, CA 90024
Chase Carey	Director	10960 Wilshire Blvd, Los Angeles, CA 90024
Jay Itzkowitz	Director	10960 Wilshire Blvd, Los Angeles, CA 90024

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TALLAHASSEE FLORIDA

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MOBILINK PARTNERS, 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-FOURTH DAY OF NOVEMBER, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.



Edward J. Freel

Edward J. Freel, Secretary of State

2567562 8300

981451684

AUTHENTICATION:

DATE:

9422391

11-24-98