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CF Corporation System

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32310 222-1092

City

State

Zip

Phone

900002748119--2

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*****87.50 *****87.50

CORPORATION(S) NAME

Reg Grundy Television, Inc.

☒ Profit

☐ NonProfit

☐ Amendment

☐ Merger

☒ Foreign

☐ Dissolution/Withdrawal

☐ Limited Liability Company

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Name Registration

☐ Change of R.A.

☐ Fictitious Name

☐ UCC-1 Financing Statement

☐ UCC-3 Filing

☒ Certified Copy

☐ Photo Copies

☒ CUS

☐ Call When Ready

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☐ Will Wait

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Hope

AL JAN 20 1999

DIVISION OF CORPORATION

99 JAN 20 AM 11:28

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99 JAN 20 PM 1:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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. Reg Grundy Television 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. New York 3. Applied For
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 4/15/91 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 1/1/99
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 1621 Bay Road #805
Miami Beach, FL 33139
(Current mailing address)

To engage in any lawful act or activity for which corporation
8. may be organized under the laws of States of New York and Florida
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Peter Pinne

Office Address: 1621 Bay Road #805

Miami Beach, Florida, 33139
(Zip code)

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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.

[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.

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: Anthony del Tufo

Address: 445 Park Avenue, 20th Floor, New York, New York 10022

Vice Chairman: _____

Address: _____

Director: Philip Hoffman

Address: 445 Park Avenue, 20th Floor, New York, New York 10022

Director: Randall Keller

Address: 445 Park Avenue, 20th Floor, New York, New York 10022

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

President: Anthony del Tufo

Address: 445 Park Avenue, 20th Floor, New York, New York 10022

Vice President: Philip Hoffman and Randall Keller

Address: 445 Park Avenue, 20th Floor, New York, New York 10022

Peter Pinne, 1621 Bay Road, #805, Miami Beach, Florida 33139

Secretary: Sandra Gowin

Address: 445 Park Avenue, 20th Floor, New York, New York 10022

Treasurer: Ian Ousey

Address: 445 Park Avenue, 20th Floor, New York, New York 10022

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. _____

Peter Pinne, Vice President

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

State of New York } ss:
Department of State

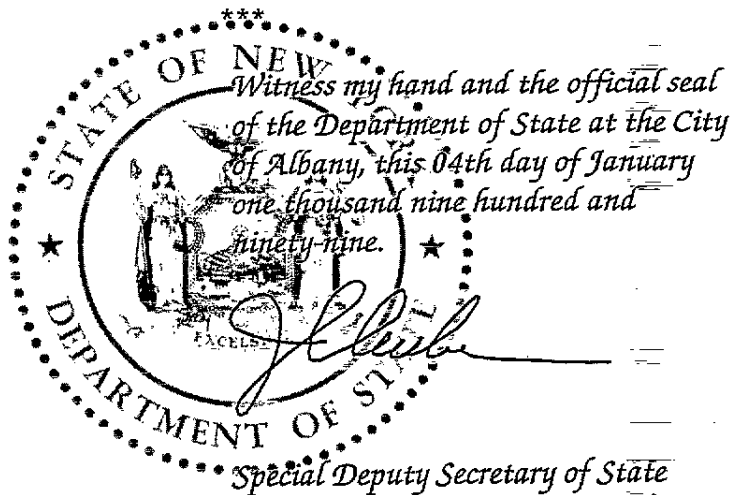
I hereby certify, that the certificate of incorporation of REG GRUNDY TELEVISION, INC. was filed on 04/15/1991, with perpetual duration, and that a diligent examination has been made of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation. I further certify the following:

A Biennial Statement was filed 11/10/1992.

A Biennial Statement was filed 07/07/1993.

A Biennial Statement was filed 01/04/1999.

I further certify, that no other certificates have been filed by such corporation.



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