



THE UNITED STATES
CORPORATION
COMPANY

F99000002485

ACCOUNT NO. : 072100000032

REFERENCE : 238211 4311863

AUTHORIZATION :

Patricia Pigut

COST LIMIT : \$ 70.00

ORDER DATE : May 12, 1999

ORDER TIME : 9:53 AM

ORDER NO. : 238211-005

000002875370--5

CUSTOMER NO: 4311863

CUSTOMER: Theresa Banson, Legal Asst
Blank Rome Comisky & Mccauley
One Logan Square, 3rd Floor
18th And Cherry Street
Philadelphia, PA 19103-6998

FOREIGN FILINGS

NAME: WE'RE ENTERTAINMENT, INC.

XXXX QUALIFICATION (TYPE: CO)

(6)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

BM
5/14/99

DIVISION OF CORPORATION

99 MAY 14 AM 10:38

RECEIVED

99 MAY 14 AM 11:10

FILED
SECRETARY OF STATE
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:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JAN 14 AM 10:10

1. We're Entertainment, 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 Jersey

(State or country under the law of which it is incorporated)

3. 22-3357424

(FEI number, if applicable)

4. February 14, 1999

(Date of Incorporation)

5. perpetual

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

6. Expects to transact business in Florida on or about July 29, 1999

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

7. 270 South Main Street

Flemington, NJ 08822

(Current mailing address)

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business in Florida,

8. including, but not limited to, retail sale of licensed products from outlet malls.

(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: Joreen Kessel Asst V.P.

(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: 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. Jeremy Friedman, President

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY 14 AM 11:10

WE'RE ENTERTAINMENT, INC.

ATTACHMENT TO APPLICATION BY FOREIGN CORPORATION
FOR AUTHORITY TO TRANSACT BUSINESS IN FLORIDA

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SECRETARY OF STATE
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99 MAY 14 AM 11:10

Names and Address of Officers and Directors:

Jeremy A. Friedman, President, Treasurer,
Assistant Secretary and Director
270 S. Main Street
Flemington, NJ 08822

Robert L. Weiser, Chief Executive Officer,
Secretary and Director
270 S. Main Street
Flemington, NJ 08822

Craig Foley, Director
270 S. Main Street
Flemington, NJ 08822

Michael Marks, Director
270 S. Main Street
Flemington, NJ 08822

James Karides, Director
270 S. Main Street
Flemington, NJ 08822

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

WE'RE ENTERTAINMENT, INC.

*I, the Treasurer of the State of New Jersey,
do hereby certify that the above-named
New Jersey Domestic Profit Corporation was
registered by this office on February 14, 1995.*

*As of the date of this certificate, said business
continues as an active business in good standing
in the State of New Jersey, and its Annual Reports
are current.*

*I further certify that the registered agent and
registered office are:*

Michael Evans
270 South Main Street
Flemington, NJ 08822

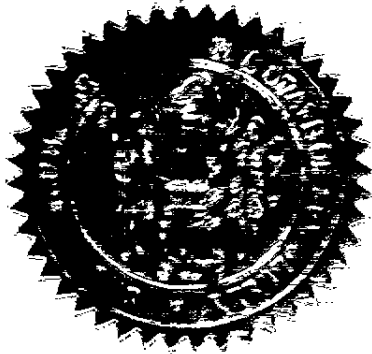
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99 MAY 14 11 AM '95

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

WE'RE ENTERTAINMENT, INC.

99 MAY 14 AM 11:10



IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
13th day of May, 1999

James A. DiEleuterio, Jr.

James A DiEleuterio, Jr.
Treasurer