

Document Number Only

F99000004206

CT Corporation System

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 (850)222-1092
City State Zip Phone

CORPORATION(S) NAME

900002960479--1
-08/16/99--01062--012
*****70.00 *****70.00

PolyGram Group Distribution Inc

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 AUG 16 PM 1:22

☒ Profit
☐ NonProfit

☐ Amendment

☐ Merger

☒ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ LLC

☐ Limited Partnership

☐ Annual Report

☐ Other UCC Filing

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☐ Certified Copy

☐ Photo Copies

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☐ CUS

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CR2E031 (1-89)

8/16

3/15/99

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:

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1. PolyGram Group Distribution, 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. 13-3535572

(FEI number, if applicable)

4. September 8, 1989

(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. 10 Universal City Plaza

Universal City, CA 91608

(Current mailing address)

8. sales and direct-to-customer distribution of music & video products

(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: C T Corporation System

Office Address: 1200 South Pine Island Road

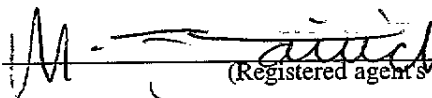
Plantation

, Florida, 33324

(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.



M.T. FITZPATRICK

(Registered agent's signature) **ASSISTANT SECRETARY**

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 LIST

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: SEE ATTACHED LIST

Address: _____

Vice President: _____

Address: _____

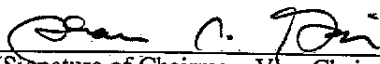
Secretary: _____

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. Sharon S. Garcia, Secretary

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

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POLYGRAM GROUP DISTRIBUTION, INC.

2nd Monday in May at 2:00 PM

CODE: M01569 Foreign

OFFICERSHIP**APPOINTED****TERMINATE****DIRECTOR**

Epstein, Norman

12/10/1998

Ostroff, Michael

12/10/1998

PRESIDENT

Droz, Henry

04/30/1999

EXECUTIVE VICE PRESIDENT (CHAIRMAN AND CHIEF EXECUTIVE OFFICER, UMG)

Morris, Douglas P.

04/30/1999

EXECUTIVE VICE PRESIDENT (VICE CHAIRMAN, UMG)

Hack, Bruce L.

04/30/1999

EXECUTIVE VICE PRESIDENT (PRESIDENT AND CHIEF OPERATING OFFICER, UMG)

Horowitz, Zachary I.

04/30/1999

EXECUTIVE VICE PRESIDENT

Cravens, Neal B.

12/10/1998

Epstein, Norman

12/10/1998

McGill, Daniel C.

12/10/1998

Runtagh, Hellene S.

12/10/1998

Kenswil, Lawrence

04/30/1999

Kornblau, Craig

04/30/1999

Schnieders, Robert

04/30/1999

Urie, James A.

04/30/1999

SENIOR VICE PRESIDENT

Ostroff, Michael

12/10/1998

Randall, Karen

12/10/1998

Hariton, Lawrence F.

04/30/1999

Longwell, Richard

04/30/1999

Takemoto, Mavis

04/30/1999

Eddy, Curt

06/23/1999

Sutman, William A.

06/23/1999

Wheeldon, J.

06/23/1999

VICE PRESIDENT, STRATEGIC SOURCING

Shecter, Jay E.

04/30/1999

VICE PRESIDENT

* Buscemi, Paul

12/10/1998

Gordon, H. Stephen

12/10/1998

Nagano, Neil

12/10/1998

Palotay, Marc

12/10/1998

Bonin, Kirk

04/30/1999

Daniels, Ron

04/30/1999

POLYGRAM GROUP DISTRIBUTION, INC.

CODE: M01569 Foreign

2nd Monday in May at 2:00 PM

OFFICERSHIP

APPOINTED

TERMINATE

Gillespie, Michael	04/30/1999	
Greene, Michael W.	04/30/1999	
Grobecker, Richard	04/30/1999	
Linnun, Rodney	04/30/1999	
McLeod, Michael	04/30/1999	
* Preston, John R.	04/30/1999	
Reinke, Brad	04/30/1999	
Weatherson, James	04/30/1999	
Fitch, Barbara	06/23/1999	
Flores, Jose Luis	06/23/1999	
Galanti, Craig	06/23/1999	
Krause, Kyle	06/23/1999	
Mika, Karen	06/23/1999	
Moore, Aubrey	06/23/1999	
O'Sullivan, Cliff	06/23/1999	
Smith, Merriman	06/23/1999	

SECRETARY

Garcia, Sharon S.	04/30/1999
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ASSISTANT SECRETARY

* Miller, Howard F.	12/10/1998
Nielsen, Anne B.	12/10/1998
Keith, Susan R.	04/30/1999

CHIEF FINANCIAL OFFICER

Cherney, Pamela F.	04/30/1999
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ASSISTANT TREASURER

Hoffert, Larry J.	12/10/1998
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ALL ADDRESSES (except where *)

100 Universal City Plaza
Universal City, CA 91608

*** ADDRESS**

800 Third Avenue
New York, NY 10022

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State of Delaware
Office of the Secretary of State

PAGE 1

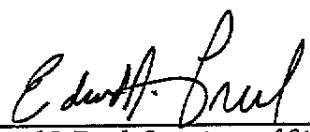
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DIVISION OF CORPORATIONS
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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "POLYGRAM GROUP DISTRIBUTION, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTEENTH DAY OF AUGUST, A.D. 1999.

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

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




Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

2207204 8300

991338632

9921653

08-13-99