



THE UNITED STATES
CORPORATION
COMPANY

F99000005167

ACCOUNT NO. : 072100000032

REFERENCE : 397104 7116580

AUTHORIZATION :

Patricia Pigut

COST LIMIT : \$ 70.00

ORDER DATE : October 4, 1999

ORDER TIME : 10:45 AM

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ORDER NO. : 397104-005

CUSTOMER NO: 7116580

CUSTOMER: Michael Roban, Esq
Kauffman & Roban, LLP
141 West 28th Street
Ste. 6d
New York, NY 10001

FOREIGN FILINGS

NAME: TONIC FILMS, 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: Tamara Odom

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT -6 PM 3:31

RECEIVED
99 OCT -6 AM 11:24
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

BK 10/6/99

9-28-1999 8:39PM FROM

SEP-27-1999 MON 01:26 PM

FAX NO.

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08/08
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**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. Tonic Films, 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
(State or country under the law of which it is incorporated)
3. 13-3841331
(FEI number, if applicable)
4. June 19, 1997
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. October 15, 1999
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 220 East 22nd Street, Suite 6E, NY, NY 10010
(Current mailing address)
8. Motion Picture Production
(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: Toni Cherubino
Office Address: 231 12th Street
Miami Beach, Florida, 33139
(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.

By: Toni Cherubino
(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)

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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: See attached officers/directors rider Toni Cherubino

Address: 220 East 22nd Street, Suite 6E
New York, NY 10010

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

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

President: See attached officers/directors rider Toni Cherubino

Address: 220 East 22nd Street, Suite 6E
New York, NY 10010

Vice President:

Address:

Secretary:

Address:

Treasurer:

Address:

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

Toni Cherubino

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

14. Toni Cherubino, President

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

State of New York } ss:
Department of State

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I hereby certify, that the certificate of incorporation of TONIC FILMS, INC. was filed on 03/24/1995, 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.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 01st day of October
one thousand nine hundred and
ninety-nine.



[Signature]
Special Deputy Secretary of State

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