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ACCOUNT NO. : 072100000032

REFERENCE : 698850 4301893

AUTHORIZATION :

COST LIMIT :

Patricia Pizib  
~~\$70.00~~ \$125.00

ORDER DATE : May 16, 2000

ORDER TIME : 10:03 AM

ORDER NO. : 698850-005

700003255697-12

CUSTOMER NO: 4301893

CUSTOMER: Ms. Barbie Knehans  
Thelen Reid & Priest Llp  
40 West 57th Street  
30th Floor  
New York, NY 10019

FOREIGN FILINGS

NAME: BRICKELL MUSIC AND  
COMMUNICATIONS LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

00 MAY 17 PM 1:10

FILED

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE FLORIDA

00 MAY 17 AM 11:34

RECEIVED

4p

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN  
LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. BRICKELL MUSIC AND COMMUNICATION LLC  
(Name of foreign limited liability company)

2. Delaware 3. \_\_\_\_\_  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. May 8, 2000 5. Perpetual  
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. will begin within 30 - 60 days  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 5201 Blue Lagoon Drive, Office 830  
Miami, FL 33126  
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here ☒

9. The name and usual business addresses of the managing members or managers are as follows:  
Patrick Vieillefont, Managing Director, c/o FNAC Distribution, 25 rue du General Leclerc  
94270 Le Kremlin Bicetre, France  
Hernan Parada, Manager, 5201 Blue Lagoon Drive, Office 830, Miami, FL 33126

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Act as agent for distribution of media entertainment & electronic products & to engage in any lawful activity

Burton K. Haines  
Signature of a member or an authorized representative of a member.  
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)  
Burton K. Haines  
Typed or printed name of signee

FILED  
MAY 17 PM 1:10  
TALLAHASSEE FLORIDA  
SECRETARY OF STATE

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,  
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING  
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE  
STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

BRICKELL MUSIC AND COMMUNICATION LLC

2. The name and the Florida street address of the registered agent and office are:

Corporation Service Company

(Name)

1201 Hays Street

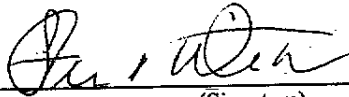
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee

FL 32301

City/State/Zip

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S..*



(Signature)

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

FILED  
00 MAY 17 PM 1:10  
SECRETARY OF STATE  
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 "BRICKELL MUSIC AND COMMUNICATION LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTEENTH DAY OF MAY, A.D. 2000.

FILED  
00 MAY 17 PM 1:10  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA



  
Edward J. Freel, Secretary of State

3219519 8300

001248834

AUTHENTICATION: 0440994  
DATE: 05-16-00