



THE UNITED STATES
CORPORATION
COMPANY

M00000002454

ACCOUNT NO. : 072100000032

REFERENCE : 893414 7213916

AUTHORIZATION :

COST LIMIT : \$ 125.00

Patricia P. J. J.

ORDER DATE : November 9, 2000

ORDER TIME : 12:36 PM

ORDER NO. : 893414-035

CUSTOMER NO: 7213916

CUSTOMER: Mr. Steve Watkins
Loeb & Loeb LLP
Suite 2200
10100 Santa Monica Boulevard
Los Angeles, CA 90067

300003483493--4

FOREIGN FILINGS

NAME: SOUNDELUX SHOWWORKS, 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: Anna Wilson -- EXT# 1155
TALLAHASSEE, FLORIDA
DEPARTMENT OF STATE

EXAMINER:

00 DEC 1 - PM 1:42

RECEIVED

JB
12-1-00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 DEC -1 PM 2:08

APPROVED
AND
FILED

**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. SounDelux Showorks, 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 11, 2000 5. perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. May 11, 2000
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 7080 Hollywood Blvd., Suite 1100, Hollywood, CA 90028
(Street address of principal office)

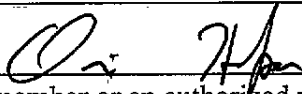
8. If limited liability company is a manager-managed company, check here ☐

9. The name and usual business addresses of the managing members or managers are as follows:

7080 Hollywood Blvd., Suite 1100, Hollywood, CA 90028

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: audio visual control systems


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.)

SounDelux Entertainment Group of Delaware, Inc., Member

Typed or printed name of signee

By: Orrin Halper, Chief Financial Officer

00 DEC -1 PM 2:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

**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:

SounDelux Showworks, 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..

Laura R. Dunlap
(Signature)

**Laura R. Dunlap
as its agent**

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 DEC -1 PM 2:09

APPROVED
AND
FILED

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 "SOUNDELUX SHOWWORKS, 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 NINTH DAY OF NOVEMBER, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

APPROVED
AND
FILED

00 DEC -1 PM 2:09

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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001564970

Edward J. Freel

Edward J. Freel, Secretary of State
AUTHENTICATION: 0784293

DATE: 11-09-00