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ACCOUNT NO.

0.72100000032

REFERENCE : 162057

4375356

AUTHORIZATION

COST LIMIT

ORDER DATE: May 24, 2001

ORDER TIME : 9:51 AM

ORDER NO. : 162057-015

CUSTOMER NO: 4375356

CUSTOMER: Ms. Christina V. Lynge Sfx Entertainment, Inc.

220 West 42nd Street

20th Floor

New York, NY 10036

000004325160--2

FOREIGN FILINGS

NAME: ROCKET POWER TOURING, LLC

XXXX_ QUALIFICATION (TYPE: <u>LL</u>)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 1156

EXAMINER:

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

| (Name of foreign | ı lim | ited liability company) |
|--|---------|---|
| Delaware | 3 | Applied for |
| Delaware (Jurisdiction under the law of which foreign limited liability company is organized) | ٥, | (FEI number, if applicable) |
| May 22, 2001 (Date of Organization) | 5. | Perpetual (Duration: Year limited liability company will cease to |
| (Date of Organization) | | exist or "perpetual") |
| Upon filing of this Application (Date first transacted business in Florida. (Se | ee se | ections 608.501, 608.502, and 817.155, F.S.) |
| | | |
| c/o SFX Family Entertainment, Inc., 220 Wes | t 4: | 2nd Street, New York, NY 10036 |
| | | f principal office) |
| If limited liability company is a manager-manage | d c | ompany, check here |
| . The name and usual business addresses of the ma | nas | ring members or managers are as follows |
| . The name and astar business addresses of the na | ******* | CRE NY |
| SFX Family Entertainment, Inc. (Sole Member | - | ASS X 29 |
| 220 West 42nd Street | | |
| New York, NY 10036 | | STA STA |
| | | 38 10A |
| | | |
| 0. Attached is an original certificate of existence, no more than | | |
| ne jurisdiction under the law of which it is organized. (A photoc ranslation of the certificate under oath of the translator must be st | | - |
| | | • |
| 1. Nature of business or purposes to be conducted | or j | promoted in Florida: Promotion of Live |
| Entertainment 2: 1 1 1 | | |
| Liehhahk | | |
| | | norized representative of a member. S., the execution of this document constitutes |
| an affirmation under the penalties of p | | |
| Richard A. Liese, EVP & Se | | |
| 1 yped or print | .ea i | name of signee |

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: | | | |
|-----------------------------|---|---------|-----|--|
| | Rocket Power Touring, LLC | | | |
| 2. | The name and the Florida street address of the registered agent and office are: | | | |
| | Corporation Service Company | | - | |
| Corporation Service Company | | | | |
| | (Name) CR HAP AFF ASA 1201 Hays Street | Mily 2 | API | |
| | 1201 Hays Street | | | |
| | Florida street address (P.O. BoxACCEPTABLE) | PH :: 3 | H-3 | |
| | Tallahassee FL 32301 | င္သ | | |
| | 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) Asst VP

State of Delaware

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Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ROCKET POWER TOURING, 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 TWENTY-FOURTH DAY OF MAY, A.D. 2001.

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

FILED

OI MAY 29 PM 1: 38

SECRETARY OF STATE
FALLAHASSEE, FLORIDA



Darriet Smith Wind Harriet Smith Windson Secretary of State 7

DATE: 05-24-01