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ACCOUNT NO. : 072100000032

REFERENCE : 181817 4375356

AUTHORIZATION :

Patricia Pujot

COST LIMIT : \$ 125.00

ORDER DATE : June 11, 2001

ORDER TIME : 10:31 AM

ORDER NO. : 181817-010

CUSTOMER NO: 4375356

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CUSTOMER: Ms. Christina V. Lyng
Sfx Entertainment, Inc.
220 West 42nd Street
20th Floor
New York, NY 10036

RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2001 JUN 13 AM 11:19

TO ACKNOWLEDGE
OFFICIENCY OF FILING

FOREIGN FILINGS

NAME: VEGGIETALES TOURING, LLC

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND
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XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- _____ CERTIFIED COPY
- XX _____ PLAIN STAMPED COPY
- _____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds -- EXT# 1133

EXAMINER: _____

JP
6-13-01

**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 TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. VeggieTales Touring, LLC
(Name of foreign limited liability company)

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

4. June 7, 2001 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. Upon qualification
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. _____
c/o SFX Family Entertainment, Inc., 220 West 42nd Street, New York, NY 10036
(Street address of principal office)

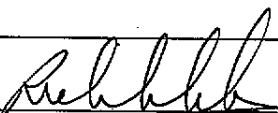
8. If limited liability company is a manager-managed company, check here

9. The name and usual business addresses of the managing members or managers are as follows:
SFX Family Entertainment, Inc. (Sole Member), 220 West 42nd Street, New York, NY 10036

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TALLAHASSEE, FLORIDA
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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: Promotion of live entertainment


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)
Richard A. Liese, EVP & Secretary of Sole Member
Typed or printed name of signee

**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:

VeggieTales Touring, 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

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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)

Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VEGGIETALES 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 TWELFTH DAY OF JUNE, A.D. 2001.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "VEGGIETALES TOURING, LLC" WAS FORMED ON THE SEVENTH DAY OF JUNE, A.D. 2001.

APPROVED
AND
FILED

01 JUN 13 AM 11:43
SECRETARY OF STATE
FALLANASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1183453

010280466

DATE: 06-12-01