

CSC

MO1000000/424

ACCOUNT NO. : 072100000032

REFERENCE : 195922 4303132

AUTHORIZATION : Patricia Piquito

COST LIMIT : \$ 160.00

ORDER DATE : June 21, 2001

ORDER TIME : 10:12 AM

ORDER NO. : 195922-005

CUSTOMER NO: 4303132

CUSTOMER: Ms. Ilona Bush  
Munger, Tolles & Olson  
355 S. Grand Avenue  
Los Angeles, CA 90071

FOREIGN FILINGS

NAME: FRESH PICKS ACQUISITION SUB,  
LLC

XXXX QUALIFICATION (TYPE: LL)

800004438788-6

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Deborah Schroder -- EXT# 1118

EXAMINER: OB  
6-2501

APPROVED  
AND  
FILED  
01 JUN 25 AM 11:29  
RECEIVED  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
2001 JUN 25 AM 10:38  
NOT READED  
TO ACKNOWLEDGE  
SUFFICIENCY OF FILING

**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. Fresh Picks Acquisition Sub, 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 8, 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 Alliance Entertainment Corp., 4250 Coral Ridge Dr., Coral Springs, FL 33065  
(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:

AEC One-Stop Group, Inc., sole member  
c/o Alliance Entertainment Corp.  
4250 Coral Ridge Dr.  
Coral Springs, FL 33065

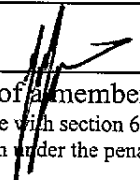
01 JUN 25 AM 11:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

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: \_\_\_\_\_

Distribution and fulfillment services of home entertainment products

  
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.)

George Campagna, Chief Financial Officer

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:

Fresh Picks Acquisition Sub, 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.*

Deborah D. Skipper  
(Signature)

**Deborah D. Skipper**  
Asst. Secretary

\$ 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

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AND  
FILED

*State of Delaware*  
*Office of the Secretary of State*

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FRESH PICKS ACQUISITION SUB, 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-SECOND DAY OF JUNE, A.D. 2001.

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

APPROVED  
AND  
FILED  
01 JUN 25 AM 11:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

3401467 8300

AUTHENTICATION: 1204986

010300632

DATE: 06-22-01