



MD10000002642

ACCOUNT NO. : 072100000032

REFERENCE : 343412 4300985

AUTHORIZATION :

COST LIMIT

Patricia 125.00
Piguit

ORDER DATE : November 6, 2001

ORDER TIME : 1:24 PM

ORDER NO. : 343412-010

CUSTOMER NO: 4300985

CUSTOMER: Lucia Barcklow, Legal Asst
Hall Dickler Kent Goldstein &
909 Third Avenue
27th Floor
New York, NY 10022-9998

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RECEIVED
01 NOV 26 PM 2:27

FOREIGN FILINGS

NAME: PRODUCT PARTNERS, LLC

XXXX QUALIFICATION (TYPE: LL)

200004693862-15

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: BETTY YOUNG -- EXT# 1112

EXAMINER: _____

01 NOV 26 PM 3:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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. Product Partners, LLC
(Name of foreign limited liability company)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. _____
(FEI number, if applicable)
4. October 25, 2001
(Date of Organization)
5. perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon effectiveness of such filing
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 5455 North Federal Highway, Suite H
Boca Raton, Florida 33487
(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:
Manager - Earl D. Greenburg, 3340 Ocean Park Blvd., Suite 3050, Santa Monica, CA 90405

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: To secure television air
time for the placement of products on behalf of various product vendors.

Earl D. Greenburg

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.)

Earl D. Greenburg, Manager

Typed or printed name of signee

01 NOV 26 PM 3:07
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:

Product Partners, LLC

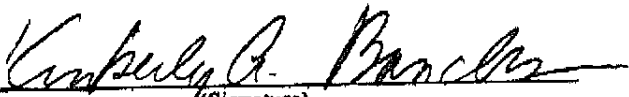
2. The name and the Florida street address of the registered agent and office are:

Kim Banche
(Name)

5455 North Federal Highway, Suite X
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Boca Raton FL 33487
(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)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PRODUCT PARTNERS, 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 SIXTH DAY OF NOVEMBER, A.D. 2001.

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

APPROVED
AND
FILED
01 NOV 26 PM 3:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3450313 8300

010559944

AUTHENTICATION: 1430871

DATE: 11-06-01