

~~101~~ 000002865  
cloud nine entertainment

August 17, 2001

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

200004558002--2  
-08/27/01--01094--002  
\*\*\*\*160.00 \*\*\*\*160.00

Dear Sir or Madam:

Enclosed is an application for Cloud Nine Entertainment to transact business in the State of Florida, as well as the Certificate of Good Standing from the State of California. Check number 1304 in the amount of \$160.00 is also enclosed.

Please call me at 561-347-6558 should you have any questions.

Best Regards,



David H. Thorsen  
President & CEO  
Cloud Nine Entertainment

enclosures

W01-20270

W42/24

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
01 DEC 26 AM 8:42

6p



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

August 30, 2001

DAVID H. THORSEN  
CLOUD NINE ENTERTAINMENT  
327 PLAZA REAL, SUITE 301  
BOCA RATON, FL 33432

SUBJECT: CLOUD NINE ENTERTAINMENT, LLC  
Ref. Number: W01000020270

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01 DEC 26 AM 8:42

We have received your document for CLOUD NINE ENTERTAINMENT, LLC and your check(s) totaling \$160.00. However, the document has not been filed and is being retained in this office for the following:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report/uniform business report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$1,050.00.

Enclosed please find a copy of section 607.1501, 617.1501, or 608.502, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a notarized affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501, 617.1501 or 608.502, Florida Statutes.

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 245-6958.

Lee Rivers  
Document Specialist

Letter Number: 601A00049450

cloud nine entertainment

Ms. Lee Rivers  
Document Specialist  
Florida Department of State

Dear Ms. Rivers

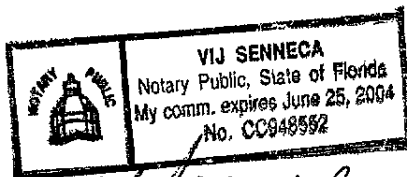
I am responding to your letter dated August 30, 2001. There was a mistake made on my original application. Please note that we started doing business in the State of Florida on January 22, 2001.

Sincerely,



David Thorsen  
CEO/Executive Producer

FDL# T625-168-JB-380-0  
EXP. 10-20-98



*Witness  
of David Thorsen*

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# 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. CLOUD NINE ENTERTAINMENT, LLC  
(Name of foreign limited liability company)

2. CALIFORNIA  
(Jurisdiction under the law of which foreign limited liability company is organized)

3. 95-4826174  
(FEI number, if applicable)

4. 10-17-00  
(Date of Organization)

5. Perpetual  
(Duration: Year limited liability company will cease to exist or "perpetual")

6. December 4 2000  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 327 PLAZA REAL, SUITE 301

BOCA RATON, FL 33432  
(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:


327 PLAZA REAL, SUITE 301

BOCA RATON, FL 33432

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: Any Legitimate

business Activity

  
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.)

DAVID THORSEN

Typed or printed name of signee

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**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:

Cloud Nine Entertainment LLC

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

DAVID Thorsen  
(Name)

327 Playa Real #301  
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Boca Raton FL 33432  
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)



**SECRETARY OF STATE**

**CERTIFICATE OF GOOD STANDING  
CALIFORNIA LIMITED LIABILITY COMPANY**

*I, BILL JONES, Secretary of State of the State of California, hereby certify*

*That on the 17TH day of OCTOBER, 2000, CLOUD NINE ENTERTAINMENT LLC, became recognized under the laws of the State of California by filing its Articles of Organization in this office; and*

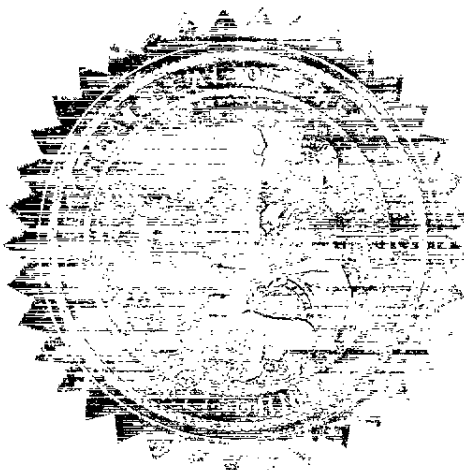
*That no record exists in this office of a certificate of cancellation of said limited liability company nor of a court declaring cancellation thereof; and*

*That according to the records of this office, the said limited liability company is authorized to exercise all its powers, rights and privileges and is in good legal standing in the State of California; and*

*That no information is available in this office on the financial condition of this limited liability company.*

**IN WITNESS WHEREOF, I execute  
this certificate and affix the Great  
Seal of the State of California this  
11TH day of JULY 2001.**

*Bill Jones*  
BILL JONES  
Secretary of State



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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
01 DEC 26 AM '01