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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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Wannado City™

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 14, 2004

Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Florida Qualification of Wannado Entertainment, LLC and
Wannado City Sawgrass, LLC

Ladies and Gentlemen:

Enclosed for filing please find applications by Wannado Entertainment, LLC and Wannado City Sawgrass, LLC (each of them a Delaware limited liability company) for qualification to do business in Florida and designations of registered agent by each of these companies.

Enclosed as well please find two checks, each in the amount of one hundred twenty-five dollars (\$125), to cover the filing fees for the foregoing.

Please note that the sole member of Wannado City Sawgrass, LLC is Wannado Entertainment, LLC, the sole member of which is in turn The Original Creators Miami, Inc. d/b/a Wannado Entertainment, a Florida corporation. Given these relationships, we trust that their parent's fictitious name in Florida, i.e., "Wannado Entertainment," will pose no difficulty in qualifying the Delaware companies to do business in Florida under their existing names.

Indeed, we intend to transfer the fictitious name from The Original Creators Miami, Inc. to Wannado Entertainment, LLC, but we cannot do so until the latter has been qualified to do business in Florida, given that the fictitious name form requires a Florida registration number for the new owner, which Wannado Entertainment, LLC will not have until it has been qualified.

Should you have any questions or concerns regarding the foregoing or regarding the enclosed filings, please do not hesitate to contact me directly at (954) 888-1208.

Sincerely,

David da Silva Cornell
Corporate Secretary and General Counsel,
The Original Creators Miami, Inc.
d/b/a Wannado Entertainment;
Secretary, Wannado Entertainment, LLC and
Wannado City Sawgrass, LLC



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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 TRANSACTIONS BUSINESS IN THE STATE OF FLORIDA:

1. Wannado Entertainment, LLC

(Name of foreign limited liability company)

2. Delaware

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

3. 20-0466042

(FEI number, if applicable)

4. December 9, 2003

(Date of Organization)

5. Perpetual

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

6. December 27, 2003

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

7. 1000 South Pine Island Road, Suite 400

Plantation, Florida 33324

(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:

Jane Cooper, Luis Javier Laresgoiti, Andrew J. Barkley, and David da Silva Cornell

Usual business address for each of the foregoing managers:

1000 South Pine Island Road, Suite 400, Plantation, Florida 33324

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: Children's entertainment
and management of subsidiary companies conducting children's entertainment businesses

David da Silva Cornell
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 da Silva Cornell

Typed or printed name of signee

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

Wannado Entertainment, LLC

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

David da Silva Cornell

(Name)

1000 South Pine Island Road, Suite 400

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Plantation

FL

33324

(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)

Delaware

The First State

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WANNADO ENTERTAINMENT, 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 EIGHTH DAY OF JANUARY, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "WANNADO ENTERTAINMENT, LLC" WAS FORMED ON THE NINTH DAY OF DECEMBER, A.D. 2003.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2859553

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DATE: 01-08-04