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Division of Corporations

NO. 0830

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DIVISION OF CORPORATIONS

FOREIGN LIMITED LIABILITY COMPANY

AFF/ENT THEATRICAL, LLC

SECRETARY OF STATE
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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. AFF/ENT THEATRICAL, LLC
(Name of foreign limited liability company)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 20-2734916
(FEI number, if applicable)
4. April 25, 2005
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon filing.
(Date first transacted business in Florida.) (SEE SECTIONS 608.501, 608.502 and 817.155, F.S.)
7. c/o Bradford S. Lovette, c/o AFF/ENT Entertainment Productions, 1675 Palm Beach Lakes Blvd, Suite 700, West Palm Beach, FL 33401
(Street address of principal office)
8. If limited liability company is a manager-managed company, check here ☒.
9. The names and usual business addresses of the managing members or managers are as follows:

Bradford S. Lovette, Managing Member
c/o AFF/ENT Entertainment Productions
1675 Palm Beach Lakes Blvd, Suite 700
West Palm Beach, FL 33401

Stephen J. Bergman, Managing Member
75 Bellevue Street
Newton, MA 02458
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:

This limited liability company may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

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Signature of a member or an authorized representative of a member.
(In accordance with section 608.048(3), F.S., the execution of this document constitutes
an affirmation under the penalties of perjury that the facts stated herein are true.)

M. Suzette Recinos, Authorized Representative

Typed or printed name of signee

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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 **AFF/ENT THEATRICAL, LLC.**
2. The name and the Florida street address of the registered agent and office are:

Angell Corporate Services, Inc.
(Name)

One North Clematis Street, Suite 400
Florida street address (P.O. Box NOT acceptable)

West Palm Beach FL 33401
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, the undersigned hereby accepts the appointment as registered agent and agree to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and it is familiar with and accepts the obligations of its position as registered agent as provided in Chapter 608, F.S.

ANGELL CORPORATE SERVICES, INC.



Gregory E. Young, Vice President

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Delaware

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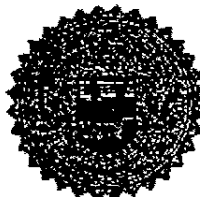
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AFF/ENT THEATRICAL, 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-FIFTH DAY OF APRIL, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "AFF/ENT THEATRICAL, LLC" WAS FORMED ON THE TWENTY-FIFTH DAY OF APRIL, A.D. 2005.

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

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2005 MAY 17 A 9 54
SECRETARY OF STATE
DELAWARE



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3834189

DATE: 04-25-05

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