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(Document Number)

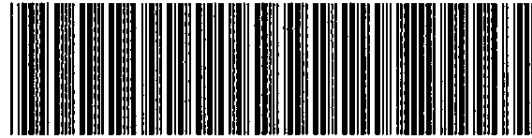
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TALLAHASSEE, FLORIDA

**BOIES, SCHILLER & FLEXNER LLP**

300 SOUTH FOURTH STREET • SUITE 800 • LAS VEGAS, NV 89101 • PH 702.382.7300 • FAX 702.382.2755

February 6, 2013

**VIA FEDERAL EXPRESS**

Registration Section  
Division of Corporations  
Florida Department of State  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

Re: Boies/Schiller Film Group LLC, a Nevada limited liability company

Dear Sir or Madam:

With respect to Boies/Schiller Film Group LLC, a Nevada limited liability company, please find enclosed for filing with your office a copy of an executed Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida ("Application"), which includes as an attachment thereto an original certificate of good standing issued by the Nevada Secretary of State.

In addition, enclosed is a check payable to your office in the amount of \$160.00 to cover the \$100 filing fee for the Application, the \$25 fee for designation of registered agent, the \$30 fee for obtaining from your office one (1) certified copy of the Application, and the \$5 fee for obtaining from your office one (1) certificate of status for the entity.

After the enclosed Application has been filed, please return to me one (1) certified copy thereof, and one (1) certificate of status issued by your office with respect to the above-referenced entity. If possible, please return such items to me by Federal Express. In doing so, you may utilize Federal Express Account No. 3246-9988-0, and please include reference number 1366.0001.

Should you have any questions, please do not hesitate to contact me at (702) 382-7300.

Very truly yours,

BOIES, SCHILLER & FLEXNER LLP



Paul J. Lal

PJL/cew  
Enclosures

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** BOIES/SCHILLER FILM GROUP LLC

Name of Limited Liability Company

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

PAUL J. LAL, ESQ.

Name of Person

BOIES, SCHILLER & FLEXNER LLP

Firm/Company

300 S. FOURTH STREET, SUITE 800

Address

LAS VEGAS, NEVADA 89101

City/State and Zip Code

PLAL@BSFLLP.COM

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

PAUL J. LAL, ESQ. at 702 382-7300

Name of Person

Area Code & Daytime Telephone Number

**MAILING ADDRESS:**

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

**STREET ADDRESS:**

Division of Corporations  
Registration Section  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Enclosed is a check for the following amount:

- ☐ \$125.00 Filing Fee    ☐ \$130.00 Filing Fee & Certificate of Status    ☐ \$155.00 Filing Fee & Certified Copy    ☒ \$160.00 Filing Fee, Certificate of Status & Certified Copy

**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. BOIES/SCHILLER FILM GROUP LLC**

(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "LLC," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "LLC," "LLC.")

**2. NEVADA**

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

**3. 45-4931717**

(FEI number, if applicable)

**4. MARCH 15, 2012**

(Date of Organization)

**5. PERPETUAL**

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

**6. UPON REGISTRATION**

(Date first transacted business in Florida, if prior to registration.)  
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

**7. 2200 CORPORATE BLVD., N.W., #400**

**BOCA RATON, FLORIDA 33431**

(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:

**ZACHARY SCHILLER, MANAGER**

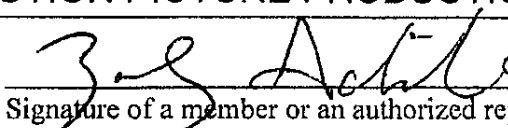
**c/o 2200 CORPORATE BLVD., N.W., #400**

**BOCA RATON, FLORIDA 33431**

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:

**FILM AND MOTION PICTURE PRODUCTIONS OR PROJECTS**

  
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. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

**ZACHARY SCHILLER, MANAGER**

Typed or printed name of signee

FILED  
13 FEB - 8 PM 1:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**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:

**BOIES/SCHILLER FILM GROUP LLC**

If unavailable, the alternate to be used in the state of Florida is:

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

**AMY HABIE**

(Name)

**2200 CORPORATE BLVD., N.W., #400**

Florida Street Address (P.O. Box NOT ACCEPTABLE)

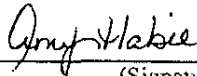
**BOCA RATON**

FL

**33431**

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, Florida Statutes.*



(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 EXISTENCE WITH STATUS IN GOOD STANDING

I, ROSS MILLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, non-profit corporations, corporation soles, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **BOIES/SCHILLER FILM GROUP LLC**, as a limited liability company duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since March 15, 2012, and is in good standing in this state.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on February 6, 2013.

A handwritten signature in black ink, appearing to read "Ross Miller".

ROSS MILLER  
Secretary of State

Certified By: Greg Devaul  
Certificate Number: C20130205-2856  
You may verify this certificate  
online at <http://www.nvsos.gov/>