



THE UNITED STATES
CORPORATION
COMPANY

1197000000097

ACCOUNT NO. : 072100000032
REFERENCE : 273102 4329917
AUTHORIZATION : Patricia Pappas
COST LIMIT : \$ 140.00

ORDER DATE : February 25, 1997

ORDER TIME : 10:40 AM

ORDER NO. : 273102-035

CUSTOMER NO: 4329917

200002100352--8

CUSTOMER: Michelle Burgee, Legal Asst
Kelley, Drye & Warren
1200 19th Street, N.w.
Suite #500
Washington, DC 20036

FOREIGN FILINGS

NAME: MAIN STREET MEDIA, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

Name	Pl 28
Availability	
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Updater Verifier	
Acknowledgement	
W. P. Verifier	

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DIVISION OF CORPORATIONS
97 FEB 27 PM 2:07

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96 FEB 27 PM 1:05

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APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. MAIN STREET MEDIA, LLC

(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present. Please Note: L.L.C. is not an acceptable suffix in Florida.)

2. California

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

3. 95-45-63275

(FEI number, if applicable)

4. January 23, 1996

(Date of Organization)

5. perpetual

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

6. UPON QUALIFICATION

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

7. 8544 Sunset Boulevard

Los Angeles, CA. 90069-2310

(Street address of principal office)

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- 8. List and indicate in title space provided the name, title, and business address of each managing member (MGRM) or manager (MGR). It is not necessary to list members.**
(attach additional page if necessary)

NAME AND ADDRESS:

TITLE:

NAME & ADDRESS:

TITLE:

Tim Youd

Manager

8544 Sunset Boulevard

Los Angeles, CA 90069

Jason Freeland

Manager

8544 Sunset Boulevard

Los Angeles, CA. 90069

Filing Fee: \$ 52.50 for Application

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of MAIN STREET MEDIA, LLC

_____ deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 20,000,000.00 .
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$ _____. A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is
\$ 20,000,000.00 . This total includes amounts from 2 and 3 above.



Signature of a member or authorized representative of a member
(in accordance with section 808.408(3), Florida Statutes, the execution of this affidavit
constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Tim Youd, Manager

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Filing Fee: \$ 52.50 for Affidavit

**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, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: MAIN STREET MEDIA, LLC

2. The name and address of the registered agent and office is:

Corporation Service Company

(Name)

1201 Hays Street

(P.O. Box or Mail Drop Box NOT acceptable)

Tallahassee, FL 32301

(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.

Corporation Service Company

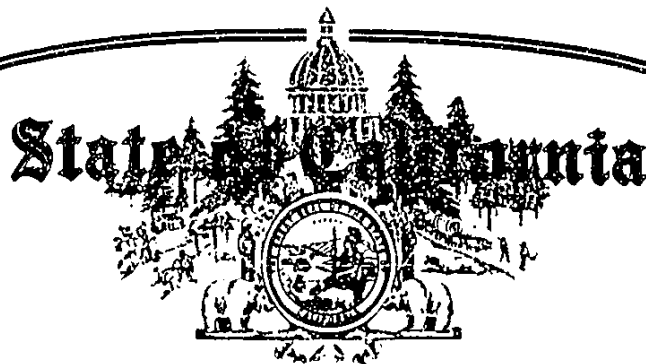
By: Maria Head, asst sec.

(Signature)

2/26/97

(Date)

Filing Fee: \$ 35 for Designation of Registered Agent



SECRETARY OF STATE

**CERTIFICATE OF STATUS
CALIFORNIA LIMITED LIABILITY COMPANY**

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

That on the 25th *day of* January, 19 96

MAIN STREET MEDIA, 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
28th day of January, 1997

Bill Jones
Secretary of State