



THE UNITED STATES
CORPORATION
COMPANY

M 97000000551

ACCOUNT NO. : 072100000032

REFERENCE : 505543 4319364

AUTHORIZATION :

COST LIMIT : ~~\$ 70.00~~

Patricia Pizots

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 AUG 27 PM 3:02

ORDER DATE : August 21, 1997

285.00

ORDER TIME : 1:23 PM

ORDER NO. : 505543-005

CUSTOMER NO: 4319364

000002278978--0

CUSTOMER: Ms. Venetia Hobson
Sony Pictures Entertainment
Sony Pictures Plaza, #1132
10202 W. Washington Boulevard
Culver City, CA 90232-3195

FOREIGN FILINGS

NAME: BLUE BAY PRODUCTIONS, 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: Andrew Cumper

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 AUG 27 PM 3:01

97 AUG 27 PM 2:47
JANUARY 1, 1997

AK

8/27/97

**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:**

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1. Blue Bay Productions, 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 3. 95-4616986
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. January 31, 1997 5. December 31, 2044
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. March 1, 1997
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 10202 West Washington Boulevard, Astaire Building, 3rd Floor
Culver City, California 90232
(Street address of principal office)

8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

| NAME & ADDRESS: | TITLE: | NAME & ADDRESS: | TITLE: |
|-----------------------------------|------------------------------|-----------------------------------|------------------------------|
| <u>Mandalay Pictures, LLC</u> | <u>MGRM</u> <u>Member</u> | <u>Merchant Corporation</u> | <u>MGRM</u> <u>Member</u> |
| <u>10202 W. Washington Blvd.,</u> | | <u>10202 W. Washington Blvd.,</u> | |
| <u>Astaire Bldg., 3rd Floor</u> | | <u>Astaire Bldg., 3rd Floor</u> | |
| <u>Culver City, CA 90232</u> | | <u>Culver City, CA 90232</u> | |

(All documents and instruments may be executed on behalf of Blue Bay Productions, LLC by any member acting alone.)

| | |
|-------|-------|
| _____ | _____ |
| _____ | _____ |
| _____ | _____ |
| _____ | _____ |

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
AUG 27 PM 3:02

The undersigned member or authorized representative of a member of Blue Bay Productions, 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 \$ 0.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0.00. 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 \$ 0.00. This total includes amounts from 2 and 3 above.

Margalot Picture, LLC
Dennis R. Nollette (Authorized Signatory)

Signature of a member or authorized representative of a member.
(In accordance with section 606.406(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

(Dennis R. Nollette)

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

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DIVISION OF CORPORATIONS
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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: Blue Bay Productions, LLC

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

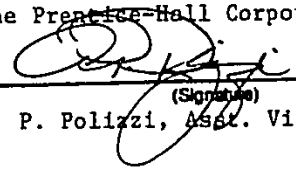
The Prentice-Hall Corporation System, Inc.
(Name)

1201 Hays Street, Suite 105
(P.O. Box not acceptable)

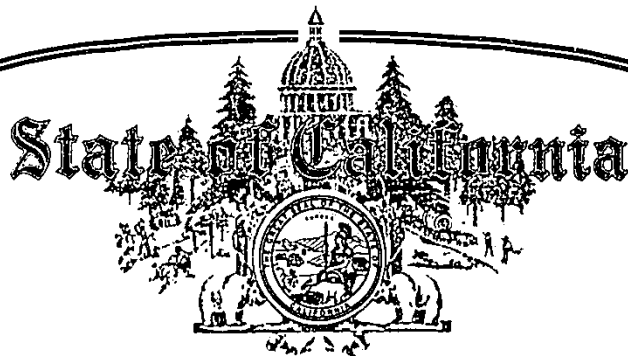
Tallahassee, Florida 32301
(City/State/Zip)

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.

The Prentice-Hall Corporation System, Inc.

By: 
(Signature)
A. P. Polizzi, Asst. Vice President

August 26, 1997
(Date)



SECRETARY OF STATE

**CERTIFICATE OF STATUS
CALIFORNIA LIMITED LIABILITY COMPANY**

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DIVISION OF CORPORATIONS
97 AUG 27 PM 3:02

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

That on the 31st day of January, 19 97

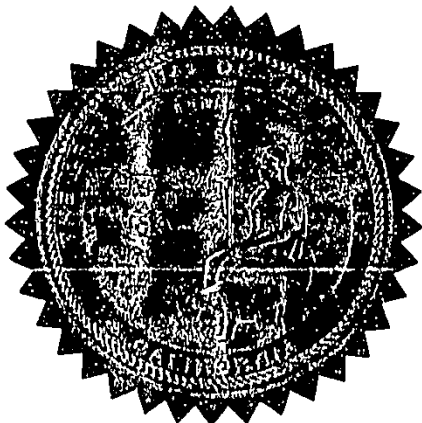
BLUE BAY PRODUCTIONS, LLC

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
22nd day of August, 1997

Bill Jones
BILL JONES
Secretary of State