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COVER SHEET
22 JAN 1998
UCC-1

FILED
DIVISION OF STATE
SECRETARY OF CORPORATIONS
98 JAN -8 PM 4:18

CONTACT:

CINDY HICKS

DATE:

1-8-98

REF. #:

0158.1338

CORP. NAME:

Merv Griffin Event Productions,
L.L.C.

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SECRETARY OF CORPORATIONS
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() ARTICLES OF INCORPORATION

() ARTICLES OF AMENDMENT

() ARTICLES OF DISSOLUTION

() ANNUAL REPORT

() TRADEMARK/SERVICE MARK

() FICTITIOUS NAME

() CERT. OF AUTHORITY

() LIMITED PARTNERSHIP

() LIMITED LIABILITY

() REINSTATEMENT

() MERGER

() UCC-1

() UCC-3

200002394372-

PLEASE RETURN:

☒ CERTIFIED COPY

() CERTIFICATE OF STATUS

() PLAIN STAMPED COPY

AUTHORIZATION:

Cindy Hicks

COST LIMIT

\$ 337.50

118/98

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98 JAN -8 PM 2:42

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. Merv Griffin Event Productions L.L.C.
(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. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)

3. 13-3879124
(FEI number, if applicable)

4. March 14, 1996
(Date of Organization)

5. December 31, 2035
(Duration: Year limited liability company will cease to exist or "perpetual")

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

7. N/A 780 Third Avenue, Suite 1801
New York, NY 10017
(Street address of principal office)

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 & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
The Griffin Group, Inc., as Manager			
Gloria Redlich	VP & Sec. of Manager		
780 Third Avenue, Suite 1801			
New York, New York 10017			

Filing Fee: \$ 52.50 for Application

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

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The undersigned member or authorized representative of a member of Merv Griffin

Event Productions L.L.C. 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 \$ 880,387.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$ 0 . 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
\$ 880,387.00 . This total includes amounts from 2 and 3 above.



Signature of a member or authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit
constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Filing Fee: \$ 52.50 for Affidavit

STATUTES
LAWS OF
THE

STATUTES
LAWS OF
THE

- TOTAL P.05

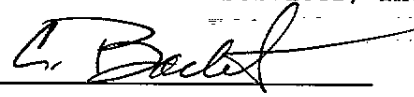
ACCEPTANCE OF APPOINTMENT OF STATUTORY AGENT

The statutory agent named in the foregoing Appointment of Statutory Agent hereby acknowledges and accepts the said appointment as such statutory agent.

December 30, 1997

National Registered Agents, Inc. doing business
in Florida as NRAI Services, Inc.

By



Charles Baclet, Vice President

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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MERV GRIFFIN EVENT PRODUCTIONS L.L.C." 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 SEVENTH DAY OF JANUARY, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



2603017 8300

981007099

A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION:

8853294

DATE:

01-07-98