# M980000000078

ACCOUNT NO.

AUTHORIZATION

COST LIMIT : \$ 285,80

ORDER DATE : 1-29-98

ORDER TIME : 4.45

ORDER NO. : 685447-40

CUSTOMER NO:

NAME: FILORE NEGIA CTOUP	ILC.	<u>=</u>	
	of the Fire	D NOISIAIN	ne inne
Please file the attached registration, shown above and return the document(s)  Certified Copy Plain Stamped Copy  Contificate of Status	indicated	belleville.	
Certified Copy Plain Stamped Copy Certificate of Status		Allow 5	
CONTACT PERSON: Daniel W Leggett			(4)

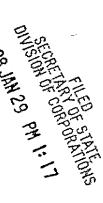
EXAMINER'S INITIALS:

# 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 COMPANYTO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

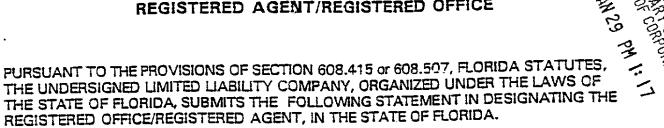
Encore Media Group LLC				- their appropriation
Name of foreign limited liability company must "L.C." if not so contained in the name at preser	end with	n the word:	s Tir	mited company or their abbreviation
Colorado (Jurisdiction under the law of which foreign lim company is organized)	ted liabi	ility 3	3	84-1418375 (FEI number, if applicable)
7-3-97 5 (Date of Organization)	(Dura	tion: Year	iimit	ted liability company will cease to exist
July 1, 1997 * (Date first transacted business in Florida. (See see attached addendum)	icaons 60	8.501, 608.50	02, al	nd 817.155, F.S.)
Englewood, CO 80111		ni office)		
manage the foreign limited liability of	прану	ging mer	mbedia:	er(s) or manager(s) who will (attach additional page if necessary)
	Name of foreign limited liability company must L.C.* if not so contained in the name at present  Colorado  (Jurisdiction under the law of which foreign limit company is organized)  7-3-97  (Date of Organization)  July 1, 1997 *  (Date first transacted business in Florida. (See see *See attached addendum  5445 DTC Parkway, Suite 6  Englewood, CO 80111  (Street address of manage the foreign limited liability co  Encore Media Corporation  5445 DTC Parkway, Suite 600	Name of foreign limited liability company must end with L.C." if not so contained in the name at present.)  Colorado (Jurisdiction under the law of which foreign limited liability company is organized)  7-3-97  (Date of Organization)  July 1, 1997 *  (Date first transacted business in Florida. (See sections 60 *See attached addendum  5445 DTC Parkway, Suite 600  Englewood, CO 80111  (Street address of principal manage the foreign limited liability company  Encore Media Corporation  5445 DTC Parkway, Suite 600	Name of foreign limited liability company must end with the word  L.C. if not so contained in the name at present.)  Colorado  (Jurisdiction under the law of which foreign limited liability company is organized)  7-3-97  (Date of Organization)  July 1, 1997 *  (Date first transacted business in Florida. (See sections 608.501, 608.51 *See attached addendum  5445 DTC Parkway, Suite 600  Englewood, CO 80111  (Street address of principal office)  Name(s) and business address(es) of managing me manage the foreign limited liability company in Florid Encore Media Corporation  5445 DTC Parkway, Suite 600	Name of foreign limited liability company must end with the words "liability colorado"  Colorado  (Jurisdiction under the law of which foreign limited liability company is organized)  7-3-97  (Date of Organization)  July 1, 1997 *  (Date first transacted business in Florida. (See sections 608.501, 608.502, at *See attached addendum  5445 DTC Parkway, Suite 600  Englewood, CO 80111  (Street address of principal office)  Name(s) and business address(es) of managing member manage the foreign limited liability company in Florida:  Encore Media Corporation  5445 DTC Parkway, Suite 600

# AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY



The undersigned member or authorized representative of a member of Encore Media Group LLC
deposes and says:
1) the above named limited liability company has at least two members—one member.  2) the total amount of cash contributed by the member(s) is \$ 100,000  3) if any, the agreed value of property other than cash contributed by member(s) is
4) the total amount of cash or property anticipated to be contributed by member(s) is  \$ 100,000 This total includes amounts from 2 and 3 above.
By: A. C. C. 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.)  Title:

### CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE



1.	. The name of the limited liability company is: ENCORE MEDIA GROUP LLC			
2.	The name and address of the registered agent and office is:			
	The Prentice-Hall Corporation System, Inc.			
	1201 Hays Street			
	(P.O. Box nor acceptable)			
	Tallahassee, Florida 32301			
	(City/State/Zp)			

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.

By: / Signature)

(Date)

#### **ADDENDUM**

The limited liability company applying for authority to do business hereby is a successor by merger to a company previously qualified in this state and also known as "Encore Media. Group LLC." It was this predecessor company which began doing business on or about the referenced date. The authority to do business of the predecessor company is being withdrawn as it was not the surviving company in the merger. This application is being filed for the surviving company.



## STATE OF COLORADO

### DEPARTMENT OF STATE

#### CERTIFICATE

I, VICTORIA BUCKLEY, SECRETARY OF STATE OF THE STATE OF COLORADO HEREBY CERTIFY THAT

ACCORDING TO THE RECORDS OF THIS OFFICE

ENCORE MEDIA GROUP LLC (COLORADO LIMITED LIABILITY COMPANY)

FILE # 19971101448 WAS FILED IN THIS OFFICE ON June 25, 1997 AND HAS COMPLIED WITH THE APPLICABLE PROVISIONS OF THE LAWS OF THE STATE OF COLORADO AND ON THIS DATE IS IN GOOD STANDING AND AUTHORIZED AND COMPETENT TO TRANSACT BUSINESS OR TO CONDUCT ITS AFFAIRS WITHIN THIS STATE.

Dated: January 20, 1998

SECRETARY OF STATE