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ACCOUNT NO. : 072100000032

REFERENCE : 790438 5015524

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE: April 21, 1998

ORDER TIME : 9:53 AM

ORDER NO. : 790438-015

CUSTOMER NO: 5015524

CUSTOMER: Ms. Mark Maisonneuve
The Donovan Offices
515 S. Figueroa St
Suite 1000
Los Angeles, CA 90071-3327

FOREIGN FILINGS

NAME: MANPAY LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

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DIVISION OF CORPORATIONS
98 APR 22 PM 1:16

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DIVISION OF CORPORATION

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4/22/98

**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. Manpay 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.)
2. Nevada
(Jurisdiction under the law of which foreign limited liability company is organized)
3. Applied for
(FEI number, if applicable)
4. April 10, 1998
(Date of Organization)
5. 2028
(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. 2835 North Naomi Street, Burbank, CA 91504
(Street address of principal office)

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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:
Robert W. Draney	Manager		
2835 N. Naomi Street			
Burbank, CA 91504			
Jack L. Peterson	Manager		
2835 N. Naomi Street			
Burbank, CA 91504			
James M. Donovan	Manager		
515 S. Figueroa St., Ste. 1000			
Los Angeles, CA 90071			

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state 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.)

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

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The undersigned member or authorized representative of a member of Manpay LLC
_____ certifies:

1) the above named limited liability company has at least two members;

2) the total amount of cash contributed by the member(s) is \$ 1,000.00;

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.)
and

4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$ 1,000.00.
(This total includes amounts from 2 and 3 above.)

James M. Donovan

Signature of a member or an 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.)

SCIE LLC, a Nevada Limited Liability Company

By: James M. Donovan, Manager and Secretary

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

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

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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:

Manpay LLC

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

Corporation Service Company

(Name)

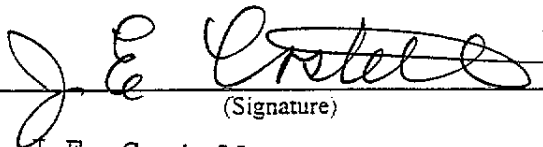
1201 Hays Street

Florida street address (P.O. Box NOT ACCEPTABLE)

Tallahassee, FL 32301

City/State/Zip

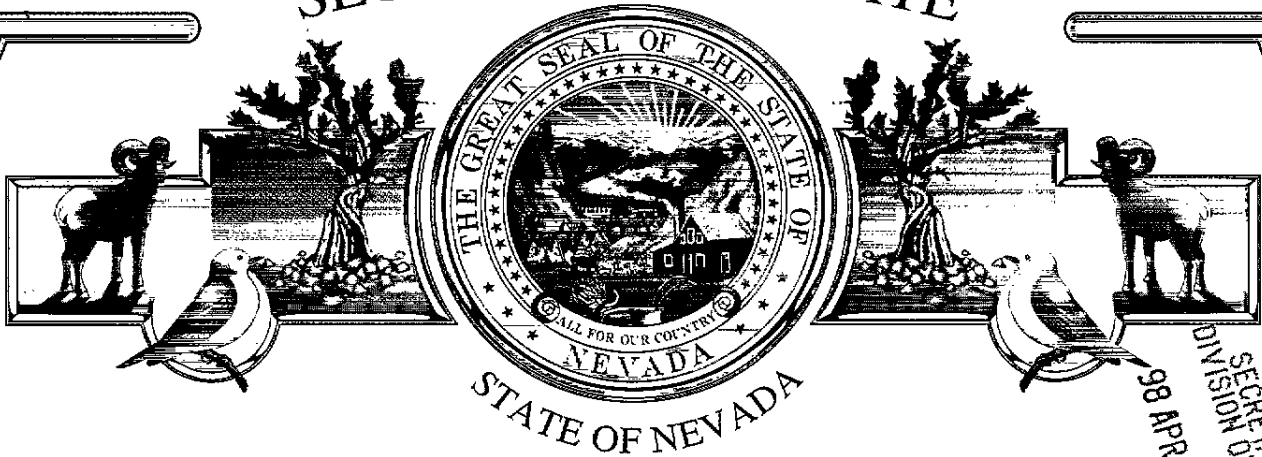
Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all 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.


(Signature)

J.E. Costelloe, Asst. Sec.

Filing Fee: \$ 35 for Designation of Registered Agent

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, 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, limited-liability companies, limited partnerships, and limited-liability partnerships 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, **MANPAY 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 April 10, 1998, 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, in
Carson City, Nevada, on April 17, 1998.



By

Secretary of State

Certification Clerk

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