

1750 UNIVERSITY DRIVE  
CORAL SPRINGS, FL 33071  
P: 954.341.8222  
F: 954.563.5305

July 9, 1998

600002585056--5  
-07/10/98--01044--001  
\*\*\*\*285.00 \*\*\*\*285.00

To whom it may concern,

Please find enclosed a check and associated paperwork for my application and fees for Foreign Limited Liability Company to transact business in the State of Florida. Please contact me if necessary to complete this process, otherwise thank you very much for your assistance.

Sincerely,

*Timothy P. Fraley*  
(Timothy P. Fraley)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUL 10 PM 3:33

Name	<i>MAH</i>
Availability	<i>MAH</i>
Document Examiner	<i>MAH</i>
Updater	<i>MAH</i>
Updater Verifier	<i>MAH</i>
Acknowledgement	<i>MAH</i>
W. P. Verifier	<i>MAH</i>

091-86-11

# 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. VIDEO DRIVE PRODUCTIONS, 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.)
2. DELAWARE  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. N/A  
(FEI number, if applicable)
4. 6/19/98  
(Date of Organization)
5. PERPETUAL  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. 6/19/98  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 1750 UNIVERSITY DRIVE, SUITE 203  
CORAL SPRINGS, FL 33071  
(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>TIMOTHY P. FRALEY</u>	<u>MGRM</u>		
<u>1750 UNIVERSITY DR.</u>			
<u>STE 203</u>			
<u>CORAL SPRINGS, FL 33071</u>			

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUL 10 PM 3:33

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.)

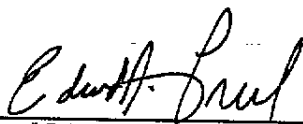
*State of Delaware*  
*Office of the Secretary of State* PAGE 1

---

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VIDEO DRIVE PRODUCTIONS, LLC" 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 JULY, A.D. 1998.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUL 10 PM 3:33



  
Edward J. Freel, Secretary of State

2910569 8300

981262929

AUTHENTICATION: 9182195

DATE: 07-07-98

**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 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:

VIDEO DRIVE PRODUCTIONS

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

TIMOTHY P. FRALEY

(Name)

1750 UNIVERSITY DRIVE STE. 203

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

CORAL SPRINGS, FL 33071

City/State/Zip

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUL 10 PM 3:33

*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.*


Timothy P. Fraley  
(Signature)

**Filing Fee: \$ 35 for Designation of Registered Agent**

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

The undersigned member or authorized representative of a member of VIDEO DRIVE  
PRODUCTIONS certifies:

- 1) the above named limited liability company has at least <sup>ONE</sup>~~two~~ members;
- 2) the total amount of cash contributed by the member(s) is \$ Ø;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 45,500;  
(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 \$ 45,500.  
(This total includes amounts from 2 and 3 above.)

  
\_\_\_\_\_  
**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.)

TIMOTHY P. FRALEY  
\_\_\_\_\_  
Typed or printed name of signee

**Filing Fee: \$250.00 for Application and Affidavit**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUL 10 PM 3:33

Estimated Value of Property Contributed to Corporation By Member

V I D É O     D R I V E     P R O D U C T I O N S

**Estimated Value**

**Computer Hardware.....\$25,000.00**

**Computer Software.....\$10,000.00**

**Video & Audio Hardware.....\$10,500.00**

**Total:.....\$45,500.00**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUL 10 PM 3:33