



THE UNITED STATES
CORPORATION
COMPANY

M 9800 000 1459

ACCOUNT NO. : 072100000032

REFERENCE : 055563 8374A

AUTHORIZATION :

COST LIMIT : \$ 285.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC -8 AM 9:19

ORDER DATE : December 7, 1998

ORDER TIME : 9:12 AM

ORDER NO. : 055563-005

000002705700-1-9

CUSTOMER NO: 8374A

CUSTOMER: Robin L. Goldston, Legal Asst
Berger Davis & Singerman
200 S. Biscayne Boulevard
Suite 2950
Miami, FL 33131-5308

FOREIGN FILINGS

NAME: LWS ENTERTAINMENT SERVICES LLC

CORAFORL

XXXX QUALIFICATION (TYPE: LL)

(C)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Lamm

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DIVISION OF CORPORATIONS
98 DEC -8 AM 9:18

RECEIVED
98 DEC -8 AM 9:56
DIVISION OF CORPORATIONS

BKL
BKL
12/11/98



RESUBMIT

Please give original
submission date as file date.

FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 8, 1998

CASSANDRA LAMM
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: LWS ENTERTAINMENT SERVICES LLC
Ref. Number: W98000027372

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We have received your document for LWS ENTERTAINMENT SERVICES LLC and the authorization to debit your account in the amount of \$285.00. However, the document has not been filed and is being returned for the following:

In addition to the application documents, we must have a CERTIFICATE OF EXISTENCE from the state of Delaware.,

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 898A00057889

RECEIVED

98 DEC -9 PM 3:25

DIVISION OF CORPORATIONS

**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. LWS ENTERTAINMENT SERVICES 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. DELAWARE

(Jurisdiction under the law of which foreign limited liability company is organized)

3. APPLIED FOR

(FEI number, if applicable)

4. 7/22/98

(Date of Organization)

5. PERPETUAL

(Duration: Year limited liability company will cease to exist or "perpetual")

6. UPON THE FILING OF THIS APPLICATION

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

7. 2745 W. HILLSBORO BOULEVARD, SUITE 3

DEERFIELD BEACH, FL 33442

(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:

WILLIAM W. WOOLSTENCROFT MGR
2745 W. HILLSBORO BLVD., #3
DEERFIELD BEACH, FL 33442

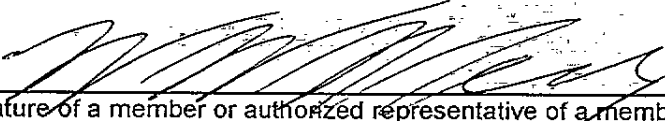
**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

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The undersigned member or authorized representative of a member of _____

LWS ENTERTAINMENT SERVICES 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 \$ 100.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$ n/a . . . 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
\$ 100.00 . . . 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.)

WILLIAM W. WOOLSTENCROFT

Filing Fee: \$ 52.50 for Affidavit

**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, 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: LWS ENTERTAINMENT SERVICES LLC

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

LEONARD K. SAMUELS, ESQ.

(Name)

BERGER DAVIS & SINGERMANN
100 N.E. 3RD AVENUE, #400

(P.O. Box not acceptable)

FORT LAUDERDALE, FL 33301

(City/State/Zip)

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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)

LEONARD K. SAMUELS

12/3/98

(Date)

Filing Fee: \$ 35 for Designation of Registered Agent

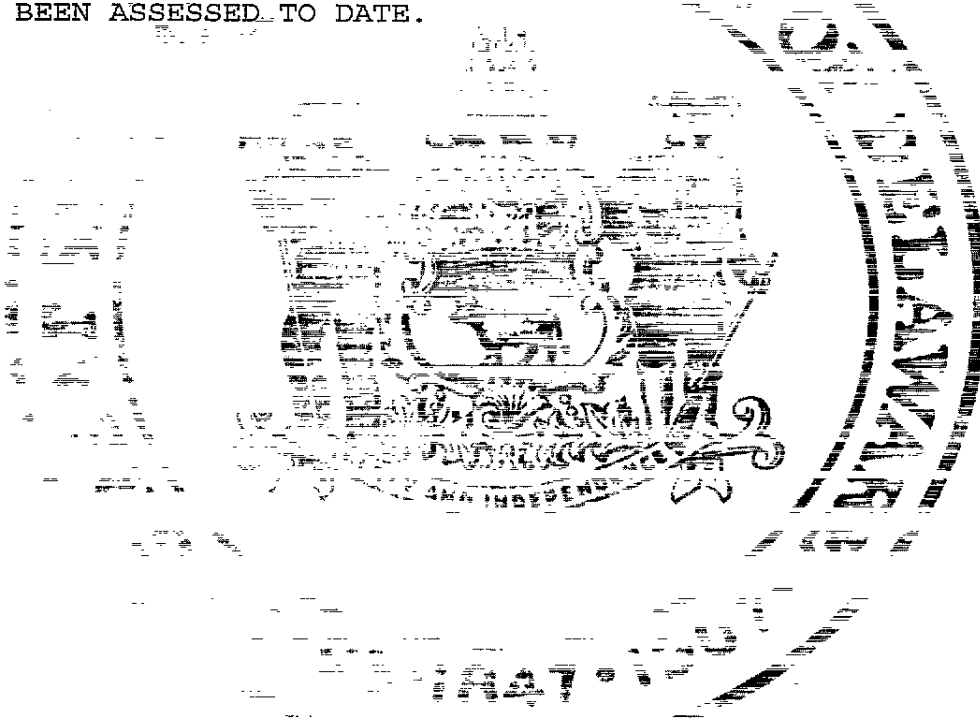
State of Delaware

PAGE 1

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "LWS ENTERTAINMENT SERVICES 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 EIGHTH DAY OF DECEMBER, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC -8 AM 9:19

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981470810



Edward J. Freel

9447429

12-08-98

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: