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Division of Corporations

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NO 632

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Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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To: Division of Corporations
Fax Number : (850) 922-4003

CM

From: Account Name : BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.
Account Number : 075350000353
Phone : (212) 431-5000
Fax Number : (212) 431-1441

FOREIGN LIMITED LIABILITY COMPANY

Beloved Entertainment Group, LLC

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$285.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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. Beloved Entertainment Group, 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. New York
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 13-4051605
(FEI number, if applicable)
4. September 3, 1996
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. upon filing
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 333 West 39th Street, 6th Floor, New York, NY 10018-4114
(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:
Wagner Bucci c/o Beloved Entertainment Group	MGRM		
1621 E. Livingston Street			
Orlando, FL 32803-5518			
Sean VL O'Sullivan	MGRM		
323 East 78th Street #3C			
New York, NY 10023			

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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.)

Blumberg Excelsior
62 White Street
New York, NY 10013
(212) 431-5000

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

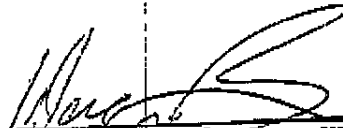
The undersigned member or authorized representative of a member of Beloved
Entertainment Group, LLC certifies:

1) the above named limited liability company has at least one member;

2) the total amount of cash contributed by the member(s) is \$ 0.00;

3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0.00;
(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 \$ 0.00;
(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.)

Wagner Bucci

Typed or printed name of signer

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Filing Fee: \$250.00 for Application and Affidavit

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**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:

Beloved Entertainment Group, LLC

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

Wagner Bucci c/o Beloved Entertainment Group, LLC
(Name)

1621 East Livingston Street

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

Orlando

FL

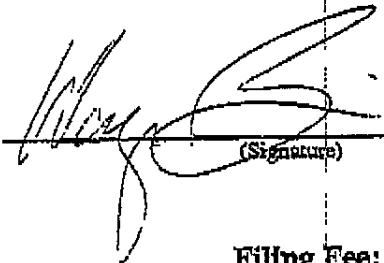
32803-5518

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.


(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

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62 White Street
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State of New York } ss:
Department of State

I hereby certify, that BELOVED ENTERTAINMENT GROUP, LLC a NEW YORK limited liability company filed a Certificate of Articles of Organization pursuant to section 203 of the Limited Liability Company Law on 09/03/1996, and that the limited liability company is subsisting so far as shown by the records of the Department.

The limited liability company has not filed proofs of publication under section 206 (c) of the Limited Liability Company Law.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 15th day of March
one thousand nine hundred and
ninety-nine.



Special Deputy Secretary of State



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