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ACCOUNT FILING COVER SHEET

ACCOUNT NUMBER: FCA000000005

REFERENCE: 2015336  
(Sub Account)

DATE: 5-5-99

REQUESTOR NAME: LEXIS

ADDRESS: \_\_\_\_\_  
\_\_\_\_\_ 200002863782--3  
\_\_\_\_\_

TELEPHONE: (\_\_\_\_) (\_\_\_\_ - \_\_\_\_ ) ext (\_\_\_\_)

CONTACT NAME: \_\_\_\_\_

CORPORATION NAME: HARD CANDY L.L.C.

DOCUMENT NUMBER: \_\_\_\_\_  
(if applicable)

AUTHORIZATION: C. Woodyard

CERTIFIED COPY (1-9)  
 CERTIFICATE OF STATUS (1-9)  
 PLAIN STAMPED COPY

RECEIVED  
99 MAY -5 PM 12: 24  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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Availability	<u>Call When Ready</u>
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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. Hard Candy L.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 3. \_\_\_\_\_  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. 4/19/99 5. Perpetual  
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. May 12, 1999  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 100 North Doheny Drive  
Beverly Hills, CA 90211  
(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)

<b>NAME &amp; ADDRESS:</b>	<b>TITLE:</b>	<b>NAME &amp; ADDRESS:</b>	<b>TITLE:</b>
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<u>Anna Hayes Levin</u>	<u>MGR</u>		
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<u>2 Park Avenue, Suite 1830, New York, NY 10016</u>			
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<u>Bruce Ingram</u>			
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<u>2 Park Avenue, Suite 1830, New York, NY 10016</u>			
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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.)

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

The undersigned member or authorized representative of a member of Hard Candy L.L.C.  
\_\_\_\_\_ 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 \$6,000,000 ;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ -0- ;  
(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 \$6,000,000  
(This total includes amounts from 2 and 3 above.)

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See Below for signature

**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.)

By:           *AL Levin*           Its: Manager

Typed or printed name of signee

Anna Hayes Levin

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

Hard Candy L.L.C.

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

Lexis Document Services Inc.

(Name)

3953 WW Kelley Road

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

Tallahassee

FL

32311

City/State/Zip

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TALLAHASSEE, FLORIDA

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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**

*State of Delaware*  
*Office of the Secretary of State*

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HARD CANDY L.L.C." 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 FOURTH DAY OF MAY, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "HARD CANDY L.L.C." WAS FORMED ON THE NINETEENTH DAY OF APRIL, A.D. 1999.

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

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99 MAY -5 PM 2:00  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA



*Edward J. Freel*

Edward J. Freel, Secretary of State

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9723723

AUTHENTICATION:

05-04-99

DATE: