

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-442-8062 • Fax (850) 222-1222

*M9900000 1132*

Thresher Entertainment,  
LLC

200002937592--8  
-07/21/99--01055--023  
\*\*\*\*\*285.00 \*\*\*\*\*285.00

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Signature \_\_\_\_\_

Requested by: LS 7/21/99 10:05  
Name Date Time

Walk-In \_\_\_\_\_ Will Pick Up \_\_\_\_\_

- \_\_\_\_ Art of Inc. File
- \_\_\_\_ LTD Partnership File
- \_\_\_\_ Foreign Corp. File
- ☒ L.C. File
- \_\_\_\_ Fictitious Name File
- \_\_\_\_ Trade/Service Mark
- \_\_\_\_ Merger File
- \_\_\_\_ Art. of Amend. File
- \_\_\_\_ RA Resignation
- \_\_\_\_ Dissolution / Withdrawal
- \_\_\_\_ Annual Report / Reinstatement
- \_\_\_\_ Cert. Copy
- ☒ Photo Copy
- \_\_\_\_ Certificate of Good Standing
- \_\_\_\_ Certificate of Status
- \_\_\_\_ Certificate of Fictitious Name
- \_\_\_\_ Corp Record Search
- \_\_\_\_ Officer Search
- \_\_\_\_ Fictitious Search
- \_\_\_\_ Fictitious Owner Search
- \_\_\_\_ Vehicle Search
- \_\_\_\_ Driving Record
- \_\_\_\_ UCC 1 or 3 File
- \_\_\_\_ UCC 11 Search
- \_\_\_\_ UCC 11 Retrieval
- \_\_\_\_ Courier

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TALLAHASSEE, FLORIDA

*LS*  
*7-21-99*

# **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. THRESHER ENTERTAINMENT, 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. MASSACHUSETTS  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. APPLIED FOR  
(FEI number, if applicable)
4. JULY 12, 1999  
(Date of Organization)
5. PERPETUAL  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon approval of Application  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 320 Washington Street, Norwell, MA 02061

\_\_\_\_\_  
(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>Richard McCabe</u>	<u>MGR</u>	_____	_____
<u>37 Erin Street</u>		_____	
<u>Whitman, MA</u>		_____	
_____		_____	
_____		_____	
_____		_____	
_____		_____	
_____		_____	

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TALLAHASSEE, FLORIDA

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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.)

**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:

THRESHER ENTERTAINMENT, LLC

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

Christina R. Casals, Esq.

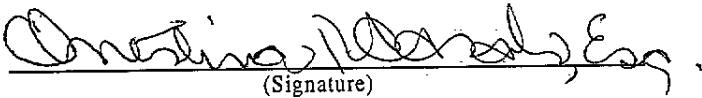
Doumar, Allsworth, Curtis, Cross, Laystrom, Perloff, Voigt, Wachs &  
(Name) Mac Iver

1177 SE 3rd Ave.

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

Fort Lauderdale FL 33316  
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)

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

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

The undersigned member or authorized representative of a member of THRESHER ENTERTAINMENT,  
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 \$ 1,500.00;
- 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 \$ 1,500.00.  
(This total includes amounts from 2 and 3 above.)

 P.O.A.

**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.)

Robert Lenson, Power of Attorney for Richard McCabe  
Typed or printed name of signee

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

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DURABLE POWER OF ATTORNEY  
M.G.L. CHAPTER 210 B

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TALLAHASSEE, FLORIDA

KNOW ALL MEN BY THESE PRESENTS:

That I, Richard P. Mc Cabe, Member and Manager of Thresher Entertainment, LLC (the "LLC"), a lawfully organized limited liability company do hereby constitute and appoint Robert Lenson as the attorney in fact and agent for the LLC, and, as such, to use his discretion to do anything whatsoever that I may or can do in person as Member and Manager of same.

Without limiting the generality of the foregoing broad power, I expressly authorize the said attorney: to draw, make or endorse checks, notes, drafts, or instruments for the payment of money; to collect money and receive property for the LLC or anything due to the LLC, and to give receipts and releases therefor; to pay or deposit money or property to or with any bank, broker, corporation, firm, corporation or person; to hold money or property in the LLC's name; to sell exchange, lease, encumber or otherwise dispose of, to acquire, and to deal with any property; to take out insurance of any kind, pay premiums and exercise rights under insurance policies and prove and settle insurance claims; to represent the LLC, and to authorize others to represent the LLC, before any federal state or municipal board, tribunal, agency or official; to sue upon, defend, compromise, arbitrate or adjust any claims by or against the LLC or any controversies in connection with any matters in which the LLC may be concerned, in court or elsewhere; to make contracts or agreements; to execute and deliver and, if desired, to acknowledge and make oath to, transfers, contracts, agreements, assents, releases, deeds, leases and instruments, sealed or unsealed; to employ counsel, attorneys and agents; to do any one or more or all of the foregoing at discretion from time to time; and generally to act as fully and effectually as I might do if personally present.

The LLC attorney may from time to time appoint one or more substitute attorneys to have all or any of the LLC attorney's powers hereunder, including the power of substitution, and may revoke any such appointment or substitution. Such substitutes, as well as the attorney above named, are included in references to the LLC attorney in this power of attorney. The attorney may deal with himself or herself in his or her individual or any other capacity.

And I hereby covenant and agree with the attorney and with all others dealing with him/her on the faith of this power of attorney, that I will, and the LLC shall confirm all acts purported to be done on the LLC behalf by the LLC attorney, in good faith and without conclusive proof of the LLC death or revocation of this power of attorney; and will and shall indemnify and save harmless the LLC attorney (as also all persons dealing with the LLC attorney) for and from any loss, cost or liability caused by such acts or by any lack or insufficiency of authority of the attorney in respect thereto.

WITNESS my hand and seal this 19<sup>th</sup> day of July 1999.

Richard P. McCabe  
Richard P. McCabe  
Member and Manager

COMMONWEALTH OF MASSACHUSETTS

PLYMOUTH, ss.

19 July, 1999

Then personally appeared before me Richard P. McCabe and executed the within instrument and acknowledged that he/she executed the same for the purposes therein contained.

Dominic P. Quercia  
Dominic Quercia  
Notary Public  
My commission expires: 06/04/04

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TALLAHASSEE, FLORIDA



William Francis Galvin  
Secretary of the  
Commonwealth

# *The Commonwealth of Massachusetts*

*Secretary of the Commonwealth*

*State House, Boston, Massachusetts 02133*

July 15, 1999

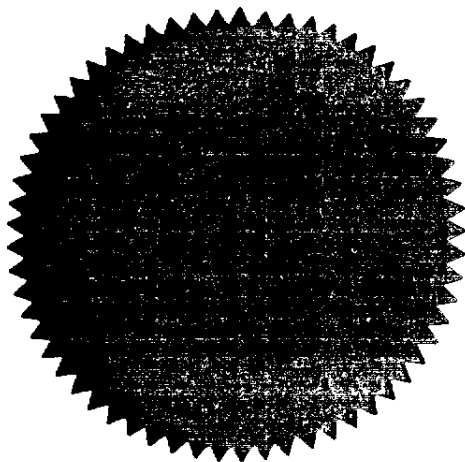
TO WHOM IT MAY CONCERN:

I hereby certify that a certificate of organization of Limited Liability Company was filed in this office by

## **THRESHER ENTERTAINMENT, LLC**

in accordance with the provisions of Massachusetts General Laws Chapter 156C on **July 12, 1999**.

I further certify that said Limited Liability Company has not filed a certificate of cancellation; and that, so far as appears of record, said Limited Liability Company has legal existence.



In testimony of which,

I have hereunto affixed the

Great Seal of the Commonwealth

on the date first above written.

*William Francis Galvin*

Secretary of the Commonwealth

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