

Document Number Only

C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City State Zip Phone

CORPORATION(S) NAME

100002967081--6

-08/23/99--01115--020

\*\*\*\*\*52.50 \*\*\*\*\*52.50

100002967081--6

-08/23/99--01115--019

\*\*\*\*285.00 \*\*\*\*285.00

European American Music Distributors LLC

☐ Profit  
☐ NonProfit  
☒ Limited Liability Company

☐ Amendment

☐ Merge

☐ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Fict. Filing

☐ Change of L.A.

☐ Limited Liability Partnership

☐ UCC-1

☒ Certified Copy

☐ Photo Copies

☐ CUS

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Thanks, Melanie

AUG 23 1999

8-23-99

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99 AUG 23 PM 1:04  
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99 AUG 23 PM 1:07  
TALLAHASSEE, FLORIDA

# 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. European American Music Distributors LLC  
(Name of foreign limited liability company must end with the words "limited liability company" or "limited company" or their abbreviations "L.L.C." or "L.C." if not so contained in the name at present.)
2. Delaware 3. applied for  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. August 6, 1999 5. perpetual  
(Date of Organization) (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. 15800 N.W. 48th Avenue, P.O. Box 4340, Miami, FL 33014  
(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:

European American  
Distributors Corp.

MGRM

15800 N.W. 48th Ave. PO Box 4340  
Miami, FL 33014

Warner Bros. Publications  
U.S. Inc.

MGRM

15800 N.W. 48th Ave. PO Box 4340  
Miami, FL 33014

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93 AUG 23 PM 4: 07  
TALLAHASSEE, FLORIDA

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:

European American Music Distributors LLC

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

C T Corporation System

(Name)

1200 South Pine Island Road

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

Plantation

FL 33324

(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.*

C T Corporation System

Carri Schultz

(Signature)

Asst. Secy.

Carri Schultz

Asst. Secy.

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

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59 JUN 23 PM 4:07  
TALLAHASSEE, FLORIDA

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

The undersigned member or authorized representative of a member of European American  
Music Distributors 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 (\$251,000 each) \$ 502,000 ;
- 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 \$ 502,000 .  
(This total includes amounts from 2 and 3 above.)

WARNER BROS. PUBLICATIONS U.S. INC.

Marie N. White

**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.)

MARIE N. WHITE, ASST. SECRETARY

Typed or printed name of signee

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TALLAHASSEE, FLORIDA

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

*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 "EUROPEAN AMERICAN MUSIC DISTRIBUTORS 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 TWENTIETH DAY OF AUGUST, A.D. 1999.

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



A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

3080349 8300

991349142

- AUTHENTICATION:

9932508

DATE:

08-20-99