

4.  
FOI 0000064154

TRANSMITTAL LETTER

TO: Registration Section  
Division of Corporations

SUBJECT:           Dominion Pictures, Inc.            
(Name of corporation - must include suffix)

Dear Sir or Madam:

800004513958--3  
-08/03/01--01044--009  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

          Kevin Cushing / Alan Bernard            
(Name of Person)

          Dominion Pictures, Inc.            
(Firm/Company)

          8683 Wilshire Blvd. Suite 102            
(Address)

          Beverly Hills CA 90211            
(City/State and Zip code)

For further information concerning this matter, please call:

          Kevin Cushing           at ( 310 ) 659-6131  
(Name of Person) (Area Code & Daytime Telephone Number)

**STREET ADDRESS:**  
Registration Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

**MAILING ADDRESS:**  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

mtw  
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Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Dominion Pictures, Inc. (Name of corporation; must include the word "INCORPORATED", "COMPANY" "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware (State or country under the law of which it is incorporated) 3. 95-4864334 (FEI number, if applicable)

4. 5/18/2001 (Date of incorporation) 5. perpetual (Duration; Year corp. will cease to exist or "perpetual")

6. upon qualification (Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification." (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 8683 Wilshire Blvd Suite 102 Beverly Hills CA 90211 (Principal office address)

8683 Wilshire Blvd. Suite 102 Beverly Hills CA 90211 (Current mailing address)

8. RAISING FUNDS for Motion Picture development + Production (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Agents and Corporations, Inc.

Office Address: Suite E, 773 4th Ave. North

Naples, Florida 34102 (City) (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

David Williams, Inc. (Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

SECRETARY OF STATE TALLAHASSEE, FLORIDA

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Alan Bernard

Address: 8683 Wilshire Blvd. Suite 102  
Beverly Hills, CA 90211

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: Bruce Sanborn

Address: 8683 Wilshire Blvd. Suite 102  
Beverly Hills, CA 90211

Director: \_\_\_\_\_

Address: \_\_\_\_\_

B. OFFICERS

President: Kevin Cushing

Address: 8683 Wilshire Blvd. Suite 102  
Beverly Hills, CA 90211

SR Vice President: Bruce Sanborn

Address: 8683 Wilshire Blvd. Suite 102  
Beverly Hills, CA 90211

Secretary: Alan Bernard

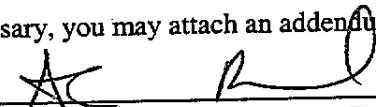
Address: 8683 Wilshire Blvd. Suite 102 Beverly Hills CA 90211

Investor Relations Treasurer: Nikki Ballard

Address: 8683 Wilshire Blvd. Suite 102 Beverly Hills CA 90211

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TALLAHASSEE, FLORIDA

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.   
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Alan Bernard, CEO  
(Typed or printed name and capacity of person signing application)

*State of Delaware*  
*Office of the Secretary of State*      PAGE 1

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DOMINION PICTURES, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-THIRD DAY OF JULY, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "DOMINION PICTURES, INC." WAS INCORPORATED ON THE EIGHTEENTH DAY OF MAY, A.D. 2001.

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

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



*Harriet Smith Windsor*  
*Harriet Smith Windsor, Secretary of State*

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AUTHENTICATION: 1255975

DATE: 07-23-01