

FD300000/007

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

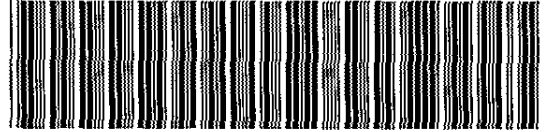
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



400012690304

02/28/03--01052--011 **70.00

STATE
CORPORATIONS
FLORIDA

03 FEB 28 AM 11:19

RECEIVED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 FEB 28 PM 1:58

FILED

FD3-100
OK

CT CORPORATION

February 28, 2003

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

Re: Order #: 5782273 SO
Customer Reference 1:
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

Warner Bros. International Television Distribution (DE)
Qualification
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Ashley A Mitchell
Fulfillment Specialist
Ashley_Mitchell@cch-lis.com

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

03 FEB 28 PM 1:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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. Warner Bros. International Television Distributon 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 3. 52-2325378
(State or country under the law of which it is incorporated) (FBI number, if applicable)

4. June 2, 2000 5. perpetual
(Date of incorporation) (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 SFCTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 4000 West Alameda Blvd. Suite 3052, Burbank, CA 91522
(Principal office address)

4000 West Alameda Blvd. Suite 3052, Burbank, CA 91522
(Current mailing address)

8. Sales and Distribution of Television Programming in International Markets
(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: C T Corporation System

Office Address: 1200 South Pine Island Road,

Plantation, Florida 33324
(City) (Zip code)

03 FEB 28 PM 1:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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.

C T Corporation System

By: Connie Bryan **CONNIE BRYAN**
(Registered agent's signature) **SPECIAL ASSISTANT SECRETARY**

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.

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

A. DIRECTORS

Chairman: SEE ATTACHMENT A

Address:

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

B. OFFICERS

President: SEE ATTACHMENT A

Address:

Vice President:

Address:

Secretary:

Address:

Treasurer:

Address:

FILED
03 FEB 28 PM 1:58
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

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

14. Julie Spencer
(Typed or printed name and capacity of person signing application)

ATTACHMENT A

DIRECTORS (4000 Warner Blvd., Burbank, CA 91522): *All at this address*

Barry M. Meyer
Bruce Rosenblum
Jeffrey Schlesinger

OFFICERS (4000 Warner Blvd., Burbank, CA 91522): *All at this address*

Jeffrey Schlesinger	President
Malcolm Dudley-Smith	Exec. Vice President, International Sales & Bus. Development
Ronald W. Miele	Exec. Vice President, Business Affairs, Operations & General Counsel
David B. Camp	Senior Vice President, Finance & Operations
Lisa Gregorian-Rosenthal	Senior Vice President, Marketing
Renee I. Wolf	Senior Vice President, Business Affairs & Deputy General Counsel
John A. Schulman	Secretary
Edward A. Romano	Treasurer
Keith Kohler	Vice President, Business Development - Latin America
Matthew Robinson	Vice President, Business Development
Faye Beland	Vice President, Pay TV Contract Administration
Anthony D. Friscia	Vice President, Free TV Contract Administration
Mark S. Lieblein	Vice President, Legal & Business Affairs
David Read	Vice President, Legal & Business Affairs
Eri June Saitsky	Vice President, International Product Coordination
Andrew Shipps	Vice President, Publicity & Marketing Services
Julie Spencer	Assistant Secretary
John Therrien	Assistant Treasurer

OFFICERS (75 Rockefeller Plaza, New York, NY 10019): *All at this address*

Spencer B. Hays Assistant Secretary
Annaliese Kambour Assistant Treasurer

FILED
03 FEB 28 PM 1:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Delaware

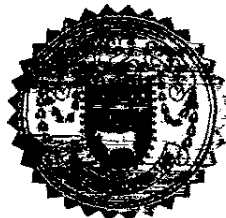
PAGE. 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WARNER BROS. INTERNATIONAL TELEVISION DISTRIBUTION 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-SEVENTH DAY OF FEBRUARY, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3229659 8300

AUTHENTICATION: 2280038

030129845

DATE: 02-27-03