

F03000000/783

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

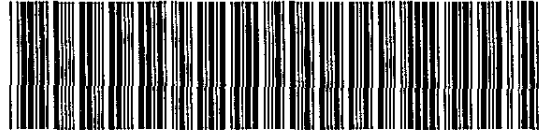
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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TALLAHASSEE, FLORIDA
APR 10 PM 12:30

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CORPORATION
TALLAHASSEE, FLORIDA
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CT CORPORATION SYSTEM

April 10, 2003

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

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2003 APR 10 PM 2:01
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Re: Order #: 5825521 SO
Customer Reference 1: TWE Restructuring
Customer Reference 2: April

Dear Secretary of State, Florida:

Please file the attached:

Warner Home Video Inc. (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,

Jeffrey J Netherton
Sr. Fulfillment Specialist
Jeff_Netherton@cch-lis.com

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

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.

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DIV. OF CORPORATIONS
TALLAHASSEE, FLORIDA

1. Warner Home Video 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. 33-1045022
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 02/04/2003 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 03/31/2003
(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. 4000 Warner Blvd, Burbank, CA 91522
(Principal office address)
- same
(Current mailing address)

8. Sales and Distribution of Home Entertainment Products and Services
(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/o C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(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.

C T Corporation System

By: *Carmin Ayman*
(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.

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

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

B. OFFICERS *SEE ATTACHMENT*

President: James Cardwell

Address: 4000 Warner Blvd

Burbank, CA 91522

Vice President: Beth Baier

Address: 4000 Warner Blvd

Burbank, CA 91522


Secretary: Brenda C. Karickhoff

Address: 4000 Warner Blvd Burbank, CA 91522

Treasurer: Edward A. Romano

Address: 4000 Warner Blvd Burbank, CA 91522

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. Julie F. Spencer, Asst. Secretary
(Typed or printed name and capacity of person signing application)

WARNER HOME VIDEO INC.

DIRECTORS: James Cardwell
Alan F. Horn
John A. Schulman

OFFICERS:

James Cardwell	President
Marsha K. King	Executive Vice President & General Manager
Ronald J. Sanders	Executive Vice President & General Manager, United States
Edward J. Byrnes	Executive Vice President, Worldwide Finance/Systems/IT
Jeffrey Calman	Executive Vice President, Video On Demand/Pay Per View
Mark Horak	Executive Vice President, Worldwide Marketing
John Quinn	Executive Vice President, Worldwide Supply Chain Management
Beth Baier	Senior Vice President, Business Affairs & General Counsel
Trevor Drinkwater	Senior Vice President, Domestic Sales
George Feltenstein	Senior Vice President, Classic Catalog
Marc Michael Gareton	Senior Vice President, Latin America, Canada, Australia & New Zealand
Mark A. Gillions	Senior Vice President, Financial Planning & Operations
Nancy Harris	Senior Vice President, International Marketing
Keith Hillyer	Senior Vice President, Domestic Finance
Lewis Ostrover	Senior Vice President, New Media Applications
Edward C. Ross	Senior Vice President, Operations
Michael Saska	Senior Vice President, Domestic Marketing
Edward A. Romano	Treasurer
Nancy Carberry	Vice President, Research
Dahlia Castro-Smith	Vice President, Human Resources
Johnna Cho	Vice President, Business Affairs & Legal
Michele Edelman	Vice President, Video On Demand/Pay Per View
Michael Finnegan	Vice President, Editorial & Program. Svcs.
Jessica Friedman	Vice President, DVD Worldwide Production
Robert Gerber	Vice President, Sell-Thru Sales
Pamela Godfrey	Vice President, Publicity & Communications
Jacqueline Hayes	Vice President, Business Affairs & Legal
Scott R. Heiss	Vice President, Rental/Sell-Thru
Paul Hemstreet	Vice President, DVD Programming
Kevin Holden	Vice President, Manufacturing/Distribution
Charles Itagaki	Vice President, International Operations & Planning
Philip Jarboe	Vice President, Pre-Production/Inventory Control
Monica Juniel	Vice President, New Release International
Julie Jacobsen Kelley	Vice President, Business Affairs & Legal
Brian M. Jamieson	Vice President, International Marketing
Jay T. Kinn	Vice President, Business Affairs & Legal
Michael J. Kory, Jr.	Vice President, Controller
Francis Kraus	Vice President, Field Sales Comm. & Prom.
Howard Livingston	Vice President, Fin. Plan, Glob. Supp. Chain
Robert Mancini	Vice President, International Budgets & Forecasts
Vito Mandato	Vice President, Worldwide Media & Research
Christine Martinez	Vice President, Sales Communication
Ewa Martinoff	Vice President, Family Entertainment Mktg.
Andrew Mellett	Vice President, Video on Demand/Pay Per View
Daniel Miron	Vice President, Retail Direct

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Eric Mitchell	Vice President, Bus. Development, VOD/PPV
Peter Morfas	Vice President, Fin. Planning & Analysis
Raymond G. Murphy	Vice President, Treasury
Kenneth Mueller	Vice President, Sales Planning/Info. Mgmt.
Christopher H. Pak	Vice President, Planning
Rajendra Patel	Vice President, Credit/Customer Operations
Michael P. Radloff	Vice President, DVD Development
Jay Reinbold	Vice President, Category Management
John J. Richards	Vice President, Worldwide Creative Services
Ardis H. Rubenstein	Vice President, Creative Services
Rodney Satterwhite	Vice President, Retail Business Development
Mimi Slavin	Vice President, Strategic Alliance & Cross-Div. Int.
Julie Z. Tang	Vice President, International Finance
Douglas Wadleigh	Vice President, Special Interest Marketing
Jim Wuthrich	Vice President, Marketing – Internet
Adam Yokoi	Vice President and Advisor to President
James Solomon	Assistant Treasurer
John Therrien	Assistant Treasurer
Brenda C. Karickhoff	Secretary
Rochelle Solomon	Assistant Secretary
Julie Spencer	Assistant Secretary
Alison Stolzman	Assistant Secretary

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Attachment to Florida
Officers & Directors

- | | | |
|----|--|--|
| 1. | Full Name:
Officer/Director:
Officer's Title:
Business Address:
City:
State:
ZIP Code: | James Cardwell
Officer, Director
President
4000 Warner Blvd
Burbank
CA
91522 |
| 2. | Full Name:
Officer/Director:
Officer's Title:
Business Address:
City:
State:
ZIP Code: | Marsha K. King
Officer
Executive Vice President & General Manager
4000 Warner Blvd
Burbank
CA
91522 |
| 3. | Full Name:
Officer/Director:
Officer's Title:

Business Address:
City:
State:
ZIP Code: | Ronald J. Sanders
Officer
Executive Vice President & General Manager,
United States
4000 Warner Blvd
Burbank
CA
91522 |
| 4. | Full Name:
Officer/Director:
Officer's Title:

Business Address:
City:
State:
ZIP Code: | Edward J. Byrnes
Officer
Executive Vice President, Worldwide
Finance/Systems/IT
4000 Warner Blvd
Burbank
CA
91522 |
| 5. | Full Name:
Officer/Director:
Officer's Title:

Business Address:
City:
State:
ZIP Code: | Jeffrey Calman
Officer
Executive Vice President, Video On Demand/Pay
Per View
4000 Warner Blvd
Burbank
CA
91522 |
| 6. | Full Name:
Officer/Director:
Officer's Title:
Business Address:
City:
State:
ZIP Code: | Mark Horak
Officer
Executive Vice President, Worldwide Marketing
4000 Warner Blvd
Burbank
CA
91522 |

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 HUBBARD CORPORATION'S
 TALLAHASSEE, FLORIDA

7. Full Name: John Quinn
Officer/Director: Officer
Officer's Title: Executive Vice President, Worldwide Supply Chain Management
Business Address: 4000 Warner Blvd
City: Burbank
State: CA
ZIP Code: 91522
8. Full Name: Beth Baier
Officer/Director: Officer
Officer's Title: Senior Vice President, Business Affairs & General Counsel
Business Address: 4000 Warner Blvd
City: Burbank
State: CA
ZIP Code: 91522
9. Full Name: Trevor Drinkwater
Officer/Director: Officer
Officer's Title: Senior Vice President, Domestic Sales
Business Address: 4000 Warner Blvd
City: Burbank
State: CA
ZIP Code: 91522
10. Full Name: George Feltenstein
Officer/Director: Officer
Officer's Title: Senior Vice President, Classic Catalog
Business Address: 4000 Warner Blvd
City: Burbank
State: CA
ZIP Code: 91522
11. Full Name: Marc Michel Gareton
Officer/Director: Officer
Officer's Title: Senior Vice President, Latin America, Canada, Australia & New Zealand
Business Address: 4000 Warner Blvd
City: Burbank
State: CA
ZIP Code: 91522
12. Full Name: Mark A. Gillions
Officer/Director: Officer
Officer's Title: Senior Vice President, Financial Planning & Operations
Business Address: 4000 Warner Blvd
City: Burbank
State: CA
ZIP Code: 91522
13. Full Name: Lewis Ostrover
Officer/Director: Officer
Officer's Title: Senior Vice President, New Media Applications
Business Address: 4000 Warner Blvd
City: Burbank
State: CA
ZIP Code: 91522

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TALLAHASSEE, FLORIDA

14. Full Name: Edward A. Romano
Officer/Director: Officer
Officer's Title: Treasurer
Business Address: 4000 Warner Blvd
City: Burbank
State: CA
ZIP Code: 91522
15. Full Name: Dahlia Castro-Smith
Officer/Director: Officer
Officer's Title: Vice President, Human Resources
Business Address: 4000 Warner Blvd
City: Burbank
State: CA
ZIP Code: 91522
16. Full Name: Johnna Cho
Officer/Director: Officer
Officer's Title: Vice President, Business Affairs & Legal
Business Address: 4000 Warner Blvd
City: Burbank
State: CA
ZIP Code: 91522
17. Full Name: Michele Edelman
Officer/Director: Officer
Officer's Title: Vice President, Video On Demand/Pay Per View
Business Address: 4000 Warner Blvd
City: Burbank
State: CA
ZIP Code: 91522
18. Full Name: Michael Finnegan
Officer/Director: Officer
Officer's Title: Vice President, Editorial & Program Svcs.
Business Address: 4000 Warner Blvd
City: Burbank
State: CA
ZIP Code: 91522
19. Full Name: Jessica Friedman
Officer/Director: Officer
Officer's Title: Vice President, DVD Worldwide Production
Business Address: 4000 Warner Blvd
City: Burbank
State: CA
ZIP Code: 91522
20. Full Name: Robert Gerber
Officer/Director: Officer
Officer's Title: Vice President, Sell-Thru Sales
Business Address: 4000 Warner Blvd
City: Burbank
State: CA
ZIP Code: 91522

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BY JON C. CONGERATIONS
TALLAHASSEE, FLORIDA

21. Full Name: Pamela Godfrey
Officer/Director: Officer
Officer's Title: Vice President, Publicity & Communications
Business Address: 4000 Warner Blvd
City: Burbank
State: CA
ZIP Code: 91522
22. Full Name: Nancy Harris
Officer/Director: Officer
Officer's Title: Vice President, International Marketing
Business Address: 4000 Warner Blvd
City: Burbank
State: CA
ZIP Code: 91522
23. Full Name: Jacqueline Hayes
Officer/Director: Officer
Officer's Title: Vice President, Business Affairs & Legal
Business Address: 4000 Warner Blvd
City: Burbank
State: CA
ZIP Code: 91522
24. Full Name: Scott R. Heiss
Officer/Director: Officer
Officer's Title: Vice President, Rental/Sell-Thru
Business Address: 4000 Warner Blvd
City: Burbank
State: CA
ZIP Code: 91522
25. Full Name: Paul Hemstreet
Officer/Director: Officer
Officer's Title: Vice President, DVD Programming
Business Address: 4000 Warner Blvd
City: Burbank
State: CA
ZIP Code: 91522
26. Full Name: Keith Hillyer
Officer/Director: Officer
Officer's Title: Vice President, Financial Plan/Operations,
North American
Business Address: 4000 Warner Blvd
City: Burbank
State: CA
ZIP Code: 91522
27. Full Name: Julie Jacobson Kelley
Officer/Director: Officer
Officer's Title: Vice President, Business Affairs & Legal
Business Address: 4000 Warner Blvd
City: Burbank
State: CA
ZIP Code: 91522

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TALLAHASSEE, FLORIDA

28. Full Name: Brian M. Jamieson
Officer/Director: Officer
Officer's Title: Vice President, International Marketing
Business Address: 4000 Warner Blvd
City: Burbank
State: CA
ZIP Code: 91522
29. Full Name: Jay T. Kinn
Officer/Director: Officer
Officer's Title: Vice President, Business Affairs & Legal
Business Address: 4000 Warner Blvd
City: Burbank
State: CA
ZIP Code: 91522
30. Full Name: Michael J. Kory, Jr.
Officer/Director: Officer
Officer's Title: Vice President, Controller
Business Address: 4000 Warner Blvd
City: Burbank
State: CA
ZIP Code: 91522
31. Full Name: Francis Kraus
Officer/Director: Officer
Officer's Title: Vice President, Field Sales Comm. & Prom.
Business Address: 4000 Warner Blvd
City: Burbank
State: CA
ZIP Code: 91522
32. Full Name: Howard Livingston
Officer/Director: Officer
Officer's Title: Vice President, Financial Plan, Global Supply
Chain
Business Address: 4000 Warner Blvd
City: Burbank
State: CA
ZIP Code: 91522
33. Full Name: Vito Mandato
Officer/Director: Officer
Officer's Title: Vice President, Worldwide Media & Research
Business Address: 4000 Warner Blvd
City: Burbank
State: CA
ZIP Code: 91522
34. Full Name: Christine Martinez
Officer/Director: Officer
Officer's Title: Vice President, Sales Communication
Business Address: 4000 Warner Blvd
City: Burbank
State: CA
ZIP Code: 91522

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WYJON CORPORATION'S
TALLAHASSEE, FLORIDA

35. Full Name: Ewa Martinoff
 Officer/Director: Officer
 Officer's Title: Vice President, Family Entertainment Marketing
 Business Address: 4000 Warner Blvd
 City: Burbank
 State: CA
 ZIP Code: 91522
36. Full Name: Andrew Mellett
 Officer/Director: Officer
 Officer's Title: Vice President, Video on Demand/Pay Per View
 Business Address: 4000 Warner Blvd
 City: Burbank
 State: CA
 ZIP Code: 91522
37. Full Name: Daniel Miron
 Officer/Director: Officer
 Officer's Title: Vice President, Retail Direct
 Business Address: 4000 Warner Blvd
 City: Burbank
 State: CA
 ZIP Code: 91522
38. Full Name: Eric Mitchell
 Officer/Director: Officer
 Officer's Title: Vice President, Business Development, Video on Demand/Pay Per View
 Business Address: 4000 Warner Blvd
 City: Burbank
 State: CA
 ZIP Code: 91522
39. Full Name: Peter Morfas
 Officer/Director: Officer
 Officer's Title: Vice President, Financial Planning & Analysis
 Business Address: 4000 Warner Blvd
 City: Burbank
 State: CA
 ZIP Code: 91522
40. Full Name: Raymond G. Murphy
 Officer/Director: Officer
 Officer's Title: Vice President, Treasury
 Business Address: 4000 Warner Blvd
 City: Burbank
 State: CA
 ZIP Code: 91522
41. Full Name: Kenneth Mueller
 Officer/Director: Officer
 Officer's Title: Vice President, Sales Planning/Info. Management
 Business Address: 4000 Warner Blvd
 City: Burbank
 State: CA
 ZIP Code: 91522

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 TALLAHASSEE, FLORIDA

42. Full Name: Christopher H. Pak
Officer/Director: Officer
Officer's Title: Vice President, Planning
Business Address: 4000 Warner Blvd
City: Burbank
State: CA
ZIP Code: 91522
43. Full Name: Rajendra Patel
Officer/Director: Officer
Officer's Title: Vice President, Credit/Customer Operations
Business Address: 4000 Warner Blvd
City: Burbank
State: CA
ZIP Code: 91522
44. Full Name: Michael P. Radiloff
Officer/Director: Officer
Officer's Title: Vice President, DVD Development
Business Address: 4000 Warner Blvd
City: Burbank
State: CA
ZIP Code: 91522
45. Full Name: Jay Reinbold
Officer/Director: Officer
Officer's Title: Vice President, Category Management
Business Address: 4000 Warner Blvd
City: Burbank
State: CA
ZIP Code: 91522
46. Full Name: John J. Richards
Officer/Director: Officer
Officer's Title: Vice President, Worldwide Creative Services
Business Address: 4000 Warner Blvd
City: Burbank
State: CA
ZIP Code: 91522
47. Full Name: Edward C. Ross
Officer/Director: Officer
Officer's Title: Vice President, Operations
Business Address: 4000 Warner Blvd
City: Burbank
State: CA
ZIP Code: 91522
48. Full Name: Ardis H. Rubenstein
Officer/Director: Officer
Officer's Title: Vice President, Creative Services
Business Address: 4000 Warner Blvd
City: Burbank
State: CA
ZIP Code: 91522

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CLERK OF COURTS
TALLAHASSEE, FLORIDA

49. Full Name: Michael Saksa
 Officer/Director: Officer
 Officer's Title: Vice President, Domestic Marketing
 Business Address: 4000 Warner Blvd
 City: Burbank
 State: CA
 ZIP Code: 91522
50. Full Name: Rodney Satterwhite
 Officer/Director: Officer
 Officer's Title: Vice President, Retail Business Development
 Business Address: 4000 Warner Blvd
 City: Burbank
 State: CA
 ZIP Code: 91522
51. Full Name: Mimi Slavin
 Officer/Director: Officer
 Officer's Title: Vice President, Strategic Alliance & Cross-Div.
 Int.
 Business Address: 4000 Warner Blvd
 City: Burbank
 State: CA
 ZIP Code: 91522
52. Full Name: Douglas Wadleigh
 Officer/Director: Officer
 Officer's Title: Vice President, Special Interest Marketing
 Business Address: 4000 Warner Blvd
 City: Burbank
 State: CA
 ZIP Code: 91522
53. Full Name: James Wuthrich
 Officer/Director: Officer
 Officer's Title: Vice President, Marketing - Internet
 Business Address: 4000 Warner Blvd
 City: Burbank
 State: CA
 ZIP Code: 91522
54. Full Name: James M. Solomon
 Officer/Director: Officer
 Officer's Title: Assistant Treasurer
 Business Address: 4000 Warner Blvd
 City: Burbank
 State: CA
 ZIP Code: 91522
55. Full Name: John Therrien
 Officer/Director: Officer
 Officer's Title: Assistant Treasurer
 Business Address: 4000 Warner Blvd
 City: Burbank
 State: CA
 ZIP Code: 91522

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 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

- 56. Full Name: Brenda C. Karickhoff
Officer/Director: Officer
Officer's Title: Secretary
Business Address: 4000 Warner Blvd
City: Burbank
State: CA
ZIP Code: 91522

- 57. Full Name: Rocelle Solomon
Officer/Director: Officer
Officer's Title: Assistant Secretary
Business Address: 4000 Warner Blvd
City: Burbank
State: CA
ZIP Code: 91522

- 58. Full Name: Julie F. Spencer
Officer/Director: Officer
Officer's Title: Assistant Secretary
Business Address: 4000 Warner Blvd
City: Burbank
State: CA
ZIP Code: 91522

- 59. Full Name: Alison Stolzman
Officer/Director: Officer
Officer's Title: Assistant Secretary
Business Address: 4000 Warner Blvd
City: Burbank
State: CA
ZIP Code: 91522

- 60. Full Name: John A. Schulman
Officer/Director: Director
Officer's Title:
Business Address: 4000 Warner Blvd
City: Burbank
State: CA
ZIP Code: 91522

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CITY OF TALLAHASSEE, FLORIDA
CORPORATIONS

Delaware

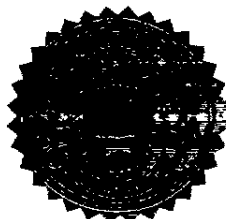
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WARNER HOME VIDEO 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 EIGHTH DAY OF APRIL, A.D. 2003.

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

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3621621 .8300

AUTHENTICATION: 2354392

030230808

DATE: 04-08-03