

Document Number Only

F98000004752

C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, Florida 32301

City State Zip Phone
904-222-1092

CORPORATION(S) NAME

888802616453-1
-08/14/98--01058--025
*****70.00 *****70.00

GRAND TRON, INC.

FILED
98 AUG 20 AM 11:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- Profit
- NonProfit
- Limited Liability Company
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Dissolution/Withdrawal
- Annual Report
- Reservation
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- Will Wait
- Major
- Minor
- UCC FILING
- Other
- Change of R.A.
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- After 4:30
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W98-18577

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

PLEASE RETURN EXTRA COPY(S)
FILE STAMPED

Please call Jeff Bitterfield
if any problems/questions.

8/14
8/20/98

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98 AUG 14 AM 11:25
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 14, 1998

CT CORPORATION SYSTEM
660 E. JEFFERSON STREET
TALLAHASSEE, FL 32301

SUBJECT: GRID IRON, INC.
Ref. Number: W98000018577

*WALK - IN
Pick - UP*

RECEIVED
98 AUG 19 AM 11:23
DIVISION OF CORPORATION

98 AUG 20 AM 11:25
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TALLAHASSEE, FLORIDA

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We have received your document for GRID IRON, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6094.

Agnes Lunt
Document Specialist

Letter Number: 798A00042341

*ATTN: Agnes Lunt,
please Backdate*



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 19, 1998

CT CORPORATION SYSTEM
660 E. JEFFERSON STREET
TALLAHASSEE, FL 32301

SUBJECT: GRID IRON, INC.
Ref. Number: W98000018577

*work - in
pick-up*

98 AUG 20 AM 11:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

We have received your document(s) in this office, however, a copy of document is being returned for the following:

You failed to make the correction(s) requested in our previous letter.

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

The name listed in number one of the application must be identical to the name listed in the certificate of existence.

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6094.

*ATTN: Agnes WINT
Phone Backlog*

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DIVISION OF CORPORATIONS

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Agnes Lunt
Document Specialist

Letter Number: 198A00043077

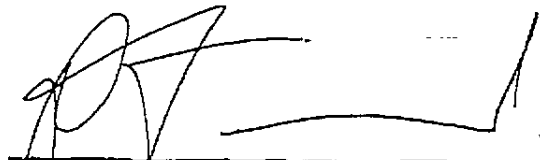
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TALLAHASSEE, FLORIDA

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned DIRECTOR AND SECRETARY, do hereby certify that this Resolution of the Board of Directors of GRID IRON, INC., a corporation duly organized and existing under the laws of the State of CALIFORNIA, was duly adopted on AUGUST 19, 19 98.

Resolved, that GRID IRON, INC. organized and existing in the State of CALIFORNIA, hereby adopts the name GRID IRON PRODUCTIONS, INC. for use in Florida.

Dated: AUGUST 19, 1998


Signature of at least one director
CLAYTON TOWNSEND, DIRECTOR
AND SECRETARY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
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. GRID IRON, 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. CALIFORNIA
(State or country under the law of which it is incorporated)
3. Applied For
(FEI number, if applicable)
4. JULY 27, 1998
(Date of incorporation)
5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 201 SANTA MONICA BLVD., 6TH FLOOR
SANTA MONICA, CA 90404
(Current mailing address)
8. MOTION PICTURE PRODUCTION
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: C T CORPORATION SYSTEM
Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip Code)

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TALLAHASSEE, FLORIDA

10. Registered agent 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 obligation of my position as registered agent.

C T CORPORATION SYSTEM

(Registered agent's signature) (Officer)
M.T. FITZPATRICK, Asst. Secretary
(Type Name and Title of Officer)

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 addresses of officers and/or directors:

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: OLIVER STONE
Address: 201 SANTA MONICA BLVD., 6TH FL.
SANTA MONICA, CA 90404

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: OLIVER STONE
Address: 201 SANTA MONICA BLVD., 6TH FL.
SANTA MONICA, CA 90404

Vice President: _____

Address: _____


Secretary: CLAYTON TOWNSEND

Address: 201 SANTA MONICA BLVD., 6TH FL.
SANTA MONICA, CA 90404

Treasurer/CFO: STEVEN PINES

Address: 520 BROADWAY, STE. 600
SANTA MONICA, CA 90401

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

X13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. STEVEN PINES, CHIEF FINANCIAL OFFICER
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of California

SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

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98 AUG 20 AM 11:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That on the 27TH day of JULY, 19 98,

GRID IRON, INC.

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

13TH OF AUGUST, 1998



Bill Jones

Secretary of State