

# State of Idaho



## Department of State.

### CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

#### **METROMEDIA, INC.**

a corporation duly organized and existing under the laws of **New York** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **12th** day of **December** 19 **60**, a properly authenticated copy of its articles of incorporation, and on the **12th** day of **December** 19**60**, a designation of **Frank Martin, Jr.** in the County of **Ada** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **12th** day of **December**, A.D. 19 **60**.

CERTIFICATE OF INCORPORATION

OF

METROPOLITAN MEDIA, INC.

Pursuant to Article Two  
of the  
Stock Corporation Law

WE, THE UNDERSIGNED, desiring to form a stock corporation pursuant to the provisions of Article Two of the Stock Corporation Law of the State of New York, DO HEREBY CERTIFY as follows:

FIRST: The name of the proposed corporation is:  
METROPOLITAN MEDIA, INC.

SECOND: The purposes for which it is to be formed are to do any and all of the things hereafter set forth to the same extent as natural persons might or could do in any part of the world, namely:-

To broadcast, disseminate, transmit, retransmit, receive or collect, by means of electricity, magnetism or electro-magnetic waves, variations or impulses, radio, television, or otherwise, news, music, information, entertainment, speeches, sermons, photographs, pictures, scenes, plays, sound and energy in any form, advertising and informative matter, or any of them, or combinations of any of them, for the purpose of entertaining, or informing or to be utilized by the persons receiving the same; and to provide and furnish for the use of others, facilities for any of said purposes, expressly including the preparation, arrangement, sale and distribution of electrical transcriptions.

To engage in the business of representing Standard Radio, Frequency Modulation, Television, Facsimile, as well as all other types of broadcasting stations, newspapers, magazines and other publications, radio, screen and theatrical artists, performers and entertainers; to engage in the business of buying, selling, making, creating, designing, preparing and otherwise acquiring broadcasting equipment, accessories, and advertising devices, novelties and innovations of all kinds for itself and others.

To conduct publicity, advertising and sales campaigns by any means of communication, for the marketing and selling of goods, wares, merchandise and commodities of all kinds for itself or as agent for others and make contracts relative thereto.

To engage in the radio and television business as producers, directors, advisors and/or writers; to produce all kinds of television shows and radio programs; to execute commissions for others and prepare and issue press releases and advertisements for use in newspapers or magazines, and on radio and television broadcasts or any other media now known or hereafter to be discovered or used.

To prepare and produce programs, scripts and other entertainment and advertising material for broadcast by Standard Radio, Frequency Modulation, Television, Facsimile, as well as all other types of broadcasting now known or hereafter to be used; to give or arrange for the giving of demonstrations and exhibitions for advertising or entertainment purposes; to supervise the preparation and production of motion pictures and theatrical advertisements and publicity devices.

To engage generally in the motion picture business and to manufacture, purchase, import, export, distribute, exhibit, lease, sell, hire, use and deal in negative and positive prints and films of both motion pictures and stills and all sound tracks in connection therewith, as well as musical recordings and all additions and improvements which may hereafter be discovered or invented in connection therewith.

To engage in and carry on the business of theatre, play house and/or music hall proprietors, caterers for public entertainments, exhibitions, moving pictures and other variety entertainment, and to produce and present to public or private audiences, motion pictures and television and radio programs of every description, whether silent, sound, color, three dimensional or otherwise, and whether feature, novelty or educational pictures or news reels, plays, concerts, shows, amusements and exhibitions of all kinds which are, or may be, produced or presented at an auditorium, opera house, theatre, studio, play house, music hall, amusement park, church, school, any religious, educational or social institution or any other place of amusement, entertainment or learning, whether public or private; and to do any and all things and/or to acquire, own and/or dispose of any and all property, rights or privileges necessary or convenient in connection with the foregoing.

To engage in the sheet music, record, transcription, and music licensing business and all allied phases thereof, and in connection therewith to acquire rights to and property in sheet music, recordings, transcriptions, wire recordings and all other present or future methods of recordation.

To represent music distributors and license, distribute, sublicense and dispose of music, recordings and rights therein.

To engage in the music publication business in all phases, and own, deal in, trade in, license, obtain by purchase or otherwise all kinds of music, musical properties, compositions, orchestrations, instrumental parts and all other elements connected therewith.

To obtain by direct application, purchase, lease, license or otherwise copyrights, trade marks, service marks and all other forms of protection; to sell, lease, license or otherwise dispose of the protections so acquired and to deal with groups or organizations connected with the protection of the rights of composers, authors and other publishers of music and musical properties.

To enter into contracts with authors and owners, for the purchase of books, manuscripts, magazines, periodicals, sheet music, recordings, music folios and music books, and for copyrights, and royalties of or on books, manuscripts, magazines, sheet music, recordings, music folios and music books printed or published by this company or any other company or person.

To acquire, own, hold, buy, sell and deal in, by purchase, lease or otherwise, domestic and foreign copyrights, trade marks and royalties of or on books, manuscripts, magazines, periodicals, sheet music, music folios, records, recordings and music books.

To purchase, sell and generally to trade and deal in and with goods, wares, products and merchandise of every kind, nature and description; and to engage and participate in any mercantile, manufacturing or trading business of any kind or character whatsoever; in each case to such extent as a corporation organized under the Stock Corporation Law of the State of New York may now or hereafter lawfully do.

To acquire by purchase, exchange or otherwise, all, or any part of, or any interest in, the properties, assets, business and good-will of any one or more corporations, associations, partnerships, firms, syndicates or individuals, engaged in any business which this corporation is authorized to carry on; to pay for the same in cash, property or its own or other securities; to hold, operate, reorganize, liquidate, mortgage, pledge, sell, exchange, or in any manner dispose of the whole or any part thereof; and, in connection therewith, to assume or guarantee performance of any liabilities, obligations or contracts of corporations, associations, partnerships, firms, syndicates or individuals, and to conduct in any lawful manner the whole or any part of any business thus acquired.

To purchase, lease or otherwise acquire and to hold, own, maintain, manage, improve, rent, sell or otherwise dispose of real and personal property of all kinds and in particular lands, buildings, shares of stock, mortgages, bonds, debentures and other securities, merchandise, book debts and claims and any interest in real or personal property.

To adopt, apply for, obtain, register, purchase, lease or otherwise acquire and to maintain, protect, hold, use, own, exercise, develop, manufacture under, operate and introduce, and to sell and grant licenses or other rights in respect of, assign or otherwise dispose of, turn to account, or in any manner deal with and contract with reference to, any trade-marks, trade names, patents, patent rights, concessions, franchises, designs, copyrights and distinctive marks and rights analogous thereto, and inventions, devices, improvements, processes, recipes, formulae and the like, including such thereof as may be covered by, used in connection with, or secured or received under, Letters Patent of the United States of America or elsewhere or otherwise, and any licenses in respect thereof and any or all rights connected therewith or appertaining thereto.

To borrow money for its corporate purposes, and to make, accept, endorse, execute and issue promissory notes, bills of exchange, bonds, debentures or other obligations from time to time, for the purchase of property, or for any purpose relating to the business of the company, and if deemed proper, to secure the payment of any such obligations by mortgage, pledge, deed of trust or otherwise.

To lend its uninvested funds from time to time to such extent, on such terms and on such security, if any, as the Board of Directors of the corporation may determine.

To sell, improve, manage, develop, lease, mortgage, dispose of or otherwise turn to account or deal with, all or any part of the property of the company.

To conduct its business in all or any of its branches, so far as permitted by law, in the State of New York and in other states of the United States of America, and in the territories and the District of Columbia, and in any or all dependencies, colonies or possessions of the United States of America, and in foreign countries; and for and in connection with such business, to hold, possess, purchase, lease, mortgage and convey real and personal property and to maintain offices and agencies either within or without the State of New York.

To carry out all or any part of the foregoing objects as principal, factor, agent, broker, contractor or otherwise, either alone or in conjunction with any

Persons, firms, associations, corporations or others in any part of the world; and in carrying on its business and for the purpose of attaining or furthering any of its objects, to make and perform contracts of any kind and description, and to do anything and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated or incidental to the powers herein specified, or which shall at any time appear conducive to or expedient for the accomplishment of any of the purposes or the attainment of any of the objects hereinbefore enumerated.

Nothing herein contained shall be deemed to limit or exclude any power, right or privilege given to the corporation by law, or shall be construed to give the corporation any right, power or privilege not permitted by the laws of the State of New York to corporations organized under the Stock Corporation Law of the State of New York.

The foregoing clauses in this Article shall be construed as stating both purposes and powers. It is the intention that the purposes and powers specified in said clauses shall be in no wise limited or restricted by reference to or inference from the terms of any other clause of this or any other Article in this certificate, but that the purposes and powers specified in each of the clauses of this Article shall be regarded as independent and cumulative purposes and powers.

THIRD: (a) The total number of shares which may be issued by the corporation is two hundred (200), all of which are to be without par value.

(b) The capital of the corporation shall be at least equal to the sum of the aggregate par value of all issued shares having par value, plus the aggregate amount of consideration received by the corporation for the issuance of shares without par value, plus such amounts as from time to time by resolution of the Board of Directors may be transferred thereto.

(c) The corporation may issue and may sell its authorized shares without par value whether now or hereafter authorized, from time to time, for such consideration as shall be the fair market value of such shares, and in the absence of fraud in the transaction, the judgment of

the Board of Directors as to such value shall be conclusive, or in the absence of fraud in the transaction, for such consideration as from time to time may be fixed by the Board of Directors, or for such consideration as shall be consented to or approved by the holders of a majority of the shares entitled to vote at a meeting called in the manner prescribed by the By-Laws, provided the call for such meeting shall contain notice of such purpose, and any and all shares so issued shall be fully paid and non-assessable, and the holder of such shares shall not be liable to the corporation or to its creditors in respect thereto.

FOURTH: The Secretary of State of the State of New York is hereby designated as the agent of the corporation upon whom process in any action or proceeding against it may be served. The office of the corporation shall be located in the City and County of New York State of New York, and the address to which the Secretary of State shall mail a copy of process in any action or proceeding against the corporation which may be served upon him is c/o United States Corporation Company, 50 Broad Street, New York 4, N. Y.

FIFTH: The duration of the corporation is to be perpetual.

SIXTH: The number of directors is to be not less than three nor more than seven, who need not be stockholders.

SEVENTH: The names and post-office addresses of the directors until the first annual meeting of the stockholders, are as follows:

NAMES	POST-OFFICE ADDRESSES
Garvin P. Kiernan	50 Broad Street, New York 4, N.Y.
John Kirehner	50 Broad Street, New York 4, N.Y.
John E. Quinn	50 Broad Street, New York 4, N.Y.

EIGHTH: The names and post-office addresses of the subscribers to this certificate and the number of shares of stock which each agrees to take are as follows:

NAMES	POST-OFFICE ADDRESSES	NO. OF SHARES
Garvin P. Kiernan	50 Broad Street New York 4, N. Y.	1
John Kirchner	50 Broad Street New York 4, N. Y.	1
John E. Quinn	50 Broad Street New York 4, N. Y.	1

NINTH: All of the subscribers of this Certificate of Incorporation are of full age, at least two-thirds of them are citizens of the United States of America and at least one of them is a resident of the State of New York. At least one of the persons named as a director is a citizen of the United States of America and a resident of the State of New York.

TENTH: The following provisions are inserted for the regulation and conduct of the affairs of the corporation and it is expressly provided that they are intended to be in furtherance and not in limitation or exclusion of the powers conferred by statute:

(a) Meetings of the stockholders and directors of the corporation for all purposes may be held at its office or elsewhere in the State of New York, and meetings of the directors may be held outside of the State of New York at such place or places as may from time to time be designated in the By-Laws, or by resolution of the Board of Directors.

(b) All corporate powers except those which by law expressly require the consent of the stockholders shall be exercised by the Board of Directors.

(c) The Board of Directors shall have power from time to time to fix and determine and vary the amount



of the working capital of the corporation and to direct and determine the use and disposition of any surplus or net profits over and above its capital, and in its discretion the Board of Directors may use and apply any such surplus or accumulated profits in purchasing or acquiring bonds or other obligations of the corporation or shares of its own capital stock, to such extent and in such manner and upon such terms as the Board of Directors shall deem expedient, but any shares of such capital stock so purchased or acquired may be resold unless such shares shall have been retired in the manner provided by law for the purpose of decreasing the corporation's capital.

(d) Any one or more or all of the directors may be removed for or without cause, at any time, by the vote of the stockholders holding a majority of the stock of the corporation entitled to vote, at any special meeting, and thereupon the term of each director or directors who shall have been so removed shall forthwith terminate, and there shall be a vacancy or vacancies in the Board of Directors to be filled as provided in the By-Laws.

(e) No contract or other transaction between the corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the directors of this corporation is or are interested in, or is a director or officer, or are directors or officers of such other corporation, and any director or directors, individually or jointly, may be a party or parties to or may be interested in any contract or transaction of this corporation or in which this corporation is interested; and no contract, act or transaction of this corporation with any persons,

