

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY OF

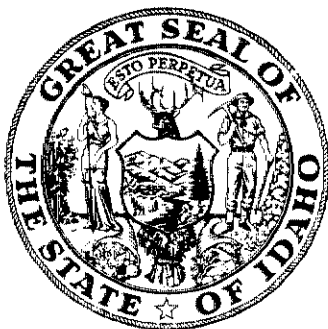
THE SAN FRANCISCO MUSIC BOX COMPANY

File number C 125500

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority to transact business in this State, duly executed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State attach hereto a duplicate of the Application for such Certificate.

Dated: August 31, 1998



Pete T. Cenarrusa
SECRETARY OF STATE

By *Amada Leiva*

APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

FILED

To the Secretary of State of Idaho:

The undersigned Corporation applies for a Certificate of Authority and states as follows:

98 AUG 31 AM 10:15

- The name of the corporation is The San Francisco Music Box Company
- The name which it shall use in Idaho is The San Francisco Music Box Company
- It is incorporated under the laws of California
- Its date of incorporation is August²⁸, 1979
- The address of its principal office is 233 Broadway
New York, NY 10279
- The address to which correspondence should be addressed, if different from item 5, is _____
- The street address of its registered office in Idaho is C T CORPORATION SYSTEM
300 North 6th Street, Boise,
ID 83702, and its registered agent in Idaho at that address is C T CORPORATION SYSTEM
- The names and respective business addresses of its directors and officers are:

Name	Office	Address
<u>Roger N. Farah</u>	<u>Director</u>	<u>233 Broadway, NY, NY 10279</u>
<u>Dale W. Hilpert</u>	<u>Director</u>	<u>233 Broadway, NY, NY 10279</u>
<u>Reid Johnson</u>	<u>Director</u>	<u>233 Broadway, NY, NY 10279</u>
<u>Dale W. Hilpert</u>	<u>President</u>	<u>233 Broadway, NY, NY 10279</u>
<u>Sheilagh M. Clarke</u>	<u>Secretary</u>	<u>233 Broadway, NY, NY 10279</u>
<u>John Cannon</u>	<u>Treasurer</u>	<u>233 Broadway, NY, NY 10279</u>
<u>Jeremy Nowak</u>	<u>Asst. Secretary</u>	<u>233 Broadway, NY, NY 10279</u>

Dated: -Aug. 26, 1998

The San Francisco Music Box Company
(Corporation name)

By Jeremy Nowak

Its Asst. Secretary
(Specify capacity of signer)

Customer Acct #:

(if using pre-paid account)

Secretary of State use only

IDaho SECRETARY OF STATE

08/31/1998 09:00
CX: 880014175 CT: 183383 BH: 141849

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C 125500

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June 15, 1998

The San Francisco Music Box Company

Directors:

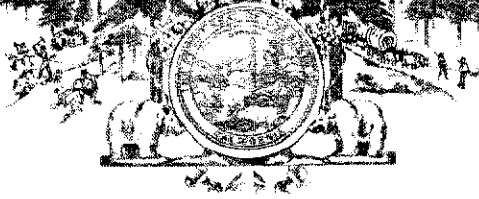
Roger N. Farah
Dale W. Hilpert
Reid Johnson

Officers:

Roger N. Farah
Dale W. Hilpert
John E. DeWolf III
Jeff Berk
David C. Blessing
Gary H. Brown
John H. Cannon
Bruce L. Hartman
Robert W. McHugh
Donald F. Yost
Sheilagh M. Clarke
Peter D. Brown
James P. Mullin
Jeremy Nowak
Peter D. Brown

Chairman
President
Senior Vice President
Vice President
Vice President and General Manager
Vice President
Vice President and Treasurer
Vice President
Vice President
Vice President
Secretary
Assistant Treasurer
Assistant Secretary
Assistant Secretary
Assistant Treasurer

State of California



98 AUG 31 AM 10:15

SECRETARY OF STATE
STATE OF IDAHO

SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

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

That on the 28th day of August, 19 79,

THE SAN FRANCISCO MUSIC BOX COMPANY

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

August 7, 1998



Bill Jones

Secretary of State