

89527739

SEAL OF THE STATE OF ILLINOIS

OFFICE OF THE SECRETARY OF STATE



Property of Cook County Clerks Office

Whereas, APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY OF PEP COMMUNICATIONS, INC.

INCORPORATED UNDER THE LAWS OF THE STATE OF CALIFORNIA HAS BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jim Edgar, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I heretofore set my hand and seal to be affixed the Great Seal of the State of Illinois.

at the City of Springfield, this 16th day of October AD 1989 and of the Independence of the United States the two hundred and 14th

Jim Edgar

SECRETARY OF STATE

Box 314

89527739

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89517739 5363-449-3

BCA-13.40 (Rev. Jul. 1984)

File #

JIM EDGAR
Secretary of State
State of Illinois

Submit in Duplicate

Remit payment in Check or Money
Order, payable to "Secretary of
State".

DO NOT SEND CASH!

APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY TO TRANSACTION BUSINESS IN ILLINOIS

This Space For Use By Secretary of State	
Date	11-16-87
License Fee	\$
Franchise Tax	\$
Filing Fee	\$ 35.00
Penalties	\$
Clerk	<i>[Signature]</i>

Pursuant to the provisions of "The Business Corporation Act of 1983", the undersigned corporation hereby applies for an amended certificate of authority to transact business in the State of Illinois and submits the following statement.

1. The name of the corporation is PERENCHIO PICTURES, INC.

and, if a change of name is being reported, the new corporate name is _____
PEP COMMUNICATIONS, INC.

2. State or Country California Date of Dec 15, 1981 Incorporation _____; Period of Duration Perpetuity

3. The address of its principal office, wherever located, is _____
137 Columbia Plaza South, Rm 1071, Burbank, California 91505

and the address of its principal office in Illinois is _____
33 North LaSalle Street, Chicago, Illinois 60602

4. The name and address of its registered agent and its registered office are:

Registered Agent	<u>The CT Corporation System</u>		
	<i>First Name</i>	<i>Middle Name</i>	<i>Last Name</i>
Registered Office	<u>208 So. LaSalle Street</u>		
	<i>Number</i>	<i>Street</i>	<i>Suite # (A P.O. box alone is not acceptable)</i>
	<u>Chicago</u>	<u>60604</u>	<u>Cook</u>
	<i>City</i>	<i>Zip Code</i>	<i>County</i>

5. The states and countries in which it is admitted or qualified to transact business are: New York

6. The names and residential addresses of its officers and directors are:

	No. & Street	City	State	Zip
President	SEE ATTACHED LIST			
Secretary				
Director				
Director				
Director				

If more than 3, attach list

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Form BCA-13.48

File No. _____

APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY TO TRANSACTION BUSINESS IN ILLINOIS

Filing Fee \$25

NOTE: If a certified copy of an amendment is attached hereto, such has an additional \$25 fee.

FILED

NOT 16 1989

JIM EDGAR
Secretary of State

Corporation Department
Secretary of State

C-198

Dated June 12, 19 89

attested by Anne A. Atkinson
(Signature of Secretary or Assistant Secretary)

by Robert E. Moses
(Signature of President or Vice President)

PEP COMMUNICATIONS
(Exact Name of Corporation)

Robert E. Moses
(Type of Print Name and Title)

10. This application is accompanied by a copy of the articles of amendment to the articles of incorporation, if any, as evidence of any change of name, duration or purpose reported herein, such copy being duly authenticated by the proper officer of the State or Country wherein the corporation is incorporated, which certification is not more than ninety (90) days old.

The undersigned corporation has caused this application to be signed in its name by its duly authorized officers, each of whom affirm, under penalties of perjury, that the facts stated herein are true.

9. The amount of paid-in capital is \$35,696,709.00. Paid-in Capital replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.

*A declaration as to "par value" is optional, unless the articles of incorporation make a declaration. When no reference to par value is desired, indicate "n/a".

Class	*Par Value	Number of Shares Authorized	Number of Shares Issued
Common Stock	none	100,000	1,000
Preferred		100,000	0

8. The number of shares which it is authorized to issue and which it has issued are:

7. The purpose or purposes for which it is organized and which it proposes to pursue in the transaction of business in this State are:
To engage in general motion picture and television production and all related activities.

If not sufficient space to cover this point, add one or more sheets of this size

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PERENCHIO PICTURES INC.
n/k/a PEP COMMUNICATIONS
LIST OF OFFICERS AND DIRECTORS

<u>TITLE</u>	<u>NAME</u>	<u>ADDRESS</u>
President	Jan Abrams	4803 Ranchito Avenue Sherman Oaks, CA 91423
Senior Vice President and Director	Lawrence J. Ruisi	31 Pheasant Run Pleasantville, NY 10570
Senior Vice President General Counsel and Assistant Secretary	Ronald N. Jacobi	1040 Park Avenue New York, NY 10019
Vice President and Controller	Edgar H. Howells, Jr.	13 Norman Road Upper Monclair, NJ 07043
Vice President and Treasurer	Kenneth S. Williams	139 West 82nd Street New York, NY 10024
Secretary and Director	Victoria Shaw Cohen	14 West 75th Street New York, NY 10021
Vice President	Robert H. Moses	12 Melanie Lane Syosset, NY 11741
Assistant Secretary	Anne S. Atkinson	19 West 94th Street New York, NY 10025
Assistant Secretary	Beth Berke	8809 Whitaker Avenue Sepulveda, CA 91343
Assistant Secretary	Gregory K. Boone	222 Mabery Road Santa Monica, CA 90402
Assistant Secretary	Valerie Cavanaugh	3300 Riverside Burbank, CA 91505
Assistant Secretary	Scott Holtzman	2336 28th Street Santa Monica, CA 90405
Assistant Secretary	Jared Jussim	23720 Park Antigua Casabasa, CA 91302
Assistant Secretary	Joseph Klein	29 Waddington Avenue W. Orange, NJ 07052
Assistant Secretary	Mary V. O'Hare	101 N. Evergreen St. Burbank, CA 91505
Assistant Treasurer	Ramona Teisan	2901 W. Alameda Burbank, CA 91505
Director	M. Jay Walkingshaw	23 Park Avenue New York, NY 10016

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OCT 16 1989

JIM EDGAR
Secretary of State

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632-425589

632-527739

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