

Filing and License Fee: \$310.00 minimum

ID Number: 150007



**STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS**  
Office of the Secretary of State  
Corporations Division  
100 North Main Street  
Providence, Rhode Island 02903-1335

**BUSINESS CORPORATION**

**APPLICATION FOR CERTIFICATE OF AUTHORITY**

Pursuant to the provisions of Section 7-1.2-1405 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is SPHE Scan Based Trading Corporation

2. It is incorporated under the laws of Delaware

3. The name, if different, which it elects to use in Rhode Island is:

(a) *If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:*

(b) *If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:*

4. The date of its incorporation is July 28, 2005 and the period of its duration is perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is \_\_\_\_\_  
2711 Centerville Road, Suite 400, Wilmington, Delaware 19808

6. The address of its proposed registered office in Rhode Island is 222 Jefferson Boulevard, Suite 200  
(Street Address, not P.O. Box)

Warwick, RI 02888 and the name of its proposed registered agent in Rhode Island at  
(City/Town) (Zip Code)

that address is The Prentice-Hall Corporation System, Inc.  
(Name of Agent)

7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:

Sales of DVD's and Videos

8. (a) The names and respective addresses of its directors (optional unless directors are required under the laws of the state or country of which it is incorporated).

	<u>Name</u>	<u>Address</u>
Director	<u>See Exhibit A attached hereto and</u>	<u>incorporated herein by this reference.</u>
Director	_____	_____
Director	_____	_____
Director	_____	_____

05 AUG 12 PM 1:16

**FILED**  
AUG 12 2005

By [Signature]  
74/80



EXHIBIT A  
**SPHE SCAN BASED TRADING CORPORATION**  
**RHODE ISLAND APPLICATION FOR CERTIFICATE OF AUTHORITY**

**Officers**

<u>Title</u>	<u>Name</u>	<u>Address</u>
President and Chief Executive Officer	Benjamin S. Feingold	10202 W. Washington Blvd., Culver City, CA 90232
Senior Executive Vice President	Robin Russell	10202 W. Washington Blvd., Culver City, CA 90232
Executive Vice President and Chief Administrative Officer	Beth Berke	10202 W. Washington Blvd., Culver City, CA 90232
Executive Vice President, General Counsel and Secretary	Leah Weil	10202 W. Washington Blvd., Culver City, CA 90232
Executive Vice President and Chief Financial Officer	David C. Hendler	10202 W. Washington Blvd., Culver City, CA 90232
Executive Vice President, Legal Affairs, and Assistant Secretary	Corii D. Berg	10202 W. Washington Blvd., Culver City, CA 90232
Executive Vice President, Litigation, and Assistant Secretary	Leonard D. Venger	10202 W. Washington Blvd., Culver City, CA 90232
Executive Vice President, Music Bus Affs, & Assistant Secretary	Shelly Bunge	10202 W. Washington Blvd., Culver City, CA 90232
Senior Vice President	Robert Houseal	10202 W. Washington Blvd., Culver City, CA 90232
Senior Vice President and Assistant Secretary	Dennis R. Nollette	10202 W. Washington Blvd., Culver City, CA 90232
Senior Vice President and Chief Accounting Officer	Charles Falcetti	10202 W. Washington Blvd., Culver City, CA 90232
Senior VP & Treasurer	Simon R. Baker	10202 W. Washington Blvd., Culver City, CA 90232
Senior VP, Corporate Finance	Mark Rudolph	10202 W. Washington Blvd., Culver City, CA 90232
Vice President	Karen L. Halby	555 Madison Avenue, New York, NY 10022
Assistant Secretary	Vicki R. Solmon	10202 W. Washington Blvd., Culver City, CA 90232
Assistant Secretary	Stephanie H. Roth	555 Madison Avenue, New York, NY 10022
Assistant Secretary	Joseph Chianese	10202 W. Washington Blvd., Culver City, CA 90232
Assistant Secretary	Steven Gofman	10202 W. Washington Blvd., Culver City, CA 90232
Assistant Secretary	Timothy Boehm	555 Madison Avenue, New York, NY 10022
Assistant Treasurer	Lynne R. Shullim	10202 W. Washington Blvd., Culver City, CA 90232
Assistant Treasurer - Risk Management	Janel Clausen	10202 W. Washington Blvd., Culver City, CA 90232

**DIRECTORS:**

<u>Name</u>	<u>Address</u>
Beth Berke	10202 W. Washington Blvd., Culver City, CA 90232
Corii D. Berg	10202 W. Washington Blvd., Culver City, CA 90232
Leah Weil	10202 W. Washington Blvd., Culver City, CA 90232