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1459964 OUT

FILED
In the Office of the Secretary of State
of the State of California

MAY 16 2001 GCB



WILL JONES, Secretary of State

Certificate of Ownership

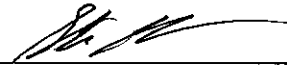
Stan Golden and Michelina Gauthier certify that:

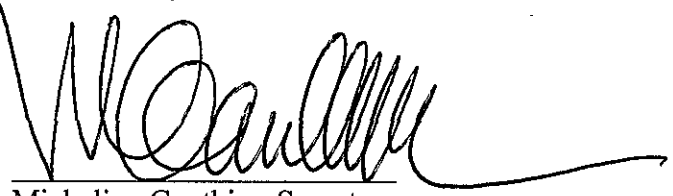
1. They are the president and the secretary, respectively of Saban Entertainment, Inc., a Delaware corporation.
2. This corporation owns all the outstanding shares of Saban/Scherick Productions, Inc., a California corporation.
3. This corporation owns all the outstanding shares of Ian Productions, Inc., a California corporation.
4. This corporation owns all the outstanding shares of Erik Productions, a California corporation.

RESOLVED, that this corporation merge Saban/Scherick Productions, Inc., Ian Productions, Inc., and Erik Productions its wholly-owned subsidiary corporations into itself and assume all its obligations pursuant to Section 1110 of the California Corporation Code.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated as of March 28, 2001



Stan Golden, President

Michelina Gauthier, Secretary



STATE OF CALIFORNIA
FRANCHISE TAX BOARD
PO BOX 1468
SACRAMENTO CA 95812-1468

TAX CLEARANCE CERTIFICATE

EXPIRATION DATE: July 13, 2001

May 9, 2001

SABAN/SCHERICK PRODUCTIONS INC
JACK SAMUELS
10960 WILSHIRE BLVD 23RD FLR
STE 2325
LOS ANGELES CA 90024-3702

ISSUED TO : SABAN/SCHERICK PRODUCTIONS, INC.
ENTITY ID : 1459964

This letter certifies that all taxes imposed under the Bank and Corporation Tax Law on this corporation have been paid or are secured by bond, deposit, or other security.

Please note the following:

- * A final tax return, if not already filed, is due two months and 15 days after the close of the month in which dissolution or withdrawal takes place. If the corporation was inactive prior to that date, attach a statement to the tax return giving the date it became inactive.
- * Filed tax returns remain subject to audit until the expiration of the statute of limitations.
- * If the corporation does not file the tax returns, we may issue additional assessments.

We sent a copy of this Tax Clearance Certificate to the Secretary of State. Please retain this letter for your records.

PLEASE NOTE: By the expiration date above, the corporation must file all documents required by the Secretary of State to dissolve, withdraw, or merge. If the corporation does not complete this process, it will remain subject to the filing requirements of the Bank and Corporation Tax Law.

To obtain these documents, please write to:

SECRETARY OF STATE
1500 11th St., 3rd Floor
SACRAMENTO, CA 95814-5701

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You can also call them at (916) 657-5448 or access their website at
www.ss.ca.gov

Tax Clearance Unit
Taxpayer Services Center
Telephone (800) 852-5711

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