

Statement and Designation  
by  
Foreign Corporation

DO NOT WRITE IN THIS SPACE

1468614

FILED

In the office of the Secretary of State  
of the State of California

SEP 13 1989

*March Fong Eu*  
MARCH FONG EU, Secretary of State

SABAN ENTERTAINMENT, INC.

(Name of Corporation)

a corporation organized and existing under the laws of Delaware  
(Place or State of incorporation)

makes the following statements and designation:

1. The address of its principal executive office is 229 South State Street,  
Dover, Delaware

(Insert complete address of principal executive office wherever located - Do not use Post Office Box)

2. The address of its principal office in the State of California is c/o Saban Entertainment,  
Inc., 11724 Ventura Boulevard, Studio City, CA 91604

(Insert complete address of principal office in California - Do not use Post Office Box.)

DESIGNATION OF AGENT FOR SERVICE OF PROCESS WITHIN THE STATE OF CALIFORNIA

3. (Use this paragraph if the process agent is a natural person.)

Matthew G. Krane, Esq.

a natural person residing in the State of California, whose complete  business  residence address is

c/o BLOOM, DEKOM and HERGOTT, 9255 Sunset Blvd., 10th Floor

Los Angeles, CA 90069

(Do not use Post office box)

is designated as its agent upon whom process directed to the corporation may be served within the State of California in the manner provided by law.

NOTE: Either the business address or the residence address must be given. Indicate which by check mark in proper box.

FORM TO BE COMPLETED ON REVERSE SIDE

- OVER

4. (Use this paragraph if the process agent is a corporation. See instructions)

\_\_\_\_\_, a corporation

organized and existing under the laws of \_\_\_\_\_

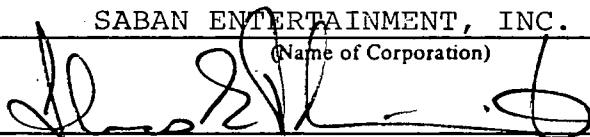
is designated as agent upon whom process directed to the undersigned corporation may be served within the State of California, in the manner provided by law.

NOTE: Before it may be designated by any foreign corporation as its agent for service of process, a corporate agent must comply with Section 1505, California Corporations Code. (See instruction 2.)

5. The undersigned corporation hereby irrevocably consents to service of process directed to it upon the agent designated above, and to service of process on the Secretary of State of State of California if the agent so designated or the agent's successor is no longer authorized to act or cannot be found at the address given.

SABAN ENTERTAINMENT, INC.

(Name of Corporation)



(Signature of corporate officer)

Thomas E. Palmieri, Jr., President

(Typed name and title of officer signing)

#### INSTRUCTIONS:

1. There must be annexed to this statement, a certificate by an authorized public official of the state or place of incorporation of the corporation, to the effect that the corporation making the statement is an existing corporation in good standing in that state or place. IF A NONPROFIT CORPORATION IS TO BE QUALIFIED, the certificate must also indicate that the corporation is a nonstock, nonprofit corporation.
2. No domestic corporation may be designated as agent for service of process unless it has filed with the Secretary of State the certificate provided for by Section 1505, Corporations Code, and no foreign corporation may be designated unless it has qualified for the transaction of intrastate business in California and has filed with the Secretary of State of the State of California the certificate provided for by Section 1505, California Corporations Code. A domestic or foreign corporation must be currently authorized to engage in business in this State and be in good standing status on the records of the Secretary of State of the State of California, in order to file a certificate pursuant to this section.

NOTE: A CORPORATION CANNOT ACT FOR *ITSELF* AS AGENT FOR SERVICE OF PROCESS.

3. If a corporation is required to qualify under a D.B.A. (name other than the true corporate name) pursuant to Section 2106(b), Corporations Code, then in the first line of this statement set out the correct corporate name, followed by "which will do business in California as \_\_\_\_\_," setting forth the D.B.A. in the space indicated. The D.B.A. should not be set out in connection with the corporate name anywhere else in the statement.
4. If the corporation changes its name or if there are any changes in the information contained in this statement, then the corporation must file an Amended Statement and Designation. A form may be obtained from the Secretary of State.



Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY SABAN ENTERTAINMENT, INC. IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE DATE SHOWN BELOW.

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*Michael Harkins*  
Michael Harkins, Secretary of State

AUTHENTICATION: 12265739

DATE: 07/18/1989

SABAN INTERNATIONAL SERVICES, INC.  
SABAN MERCHANDISING, INC.  
SABAN/SCHERICK PRODUCTIONS, INC.  
11724 Ventura Boulevard  
Studio City, CA 91604

September 7, 1989

Secretary of State  
107 South Broadway  
Room 4001  
Los Angeles, CA 90012


Re: **Saban Entertainment, Inc.**

Dear Sir or Madam:

Saban International Services, Inc., Saban Merchandising, Inc. and Saban/Scherick Productions, Inc., California corporations, hereby consent to the use of the name Saban Entertainment, Inc. by a Delaware corporation proposing to be qualified and designated as a foreign corporation in the State of California.

Very truly yours,

SABAN INTERNATIONAL SERVICES, INC.  
SABAN MERCHANDISING, INC.  
SABAN/SCHERICK PRODUCTIONS, INC.

By   
\_\_\_\_\_  
Haim Saban, President