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

NOV 30 2001 RCW

Bill Jones
BILL JONES, Secretary of State

CERTIFICATE OF OWNERSHIP

Mel Woods and Jack D. Samuels certify that;

1. They are the president and secretary, respectively MTM Entertainment, Inc. a Delaware Corporation.
2. This corporation owns all the outstanding shares of MTM Enterprises, Inc. a California Corporation.

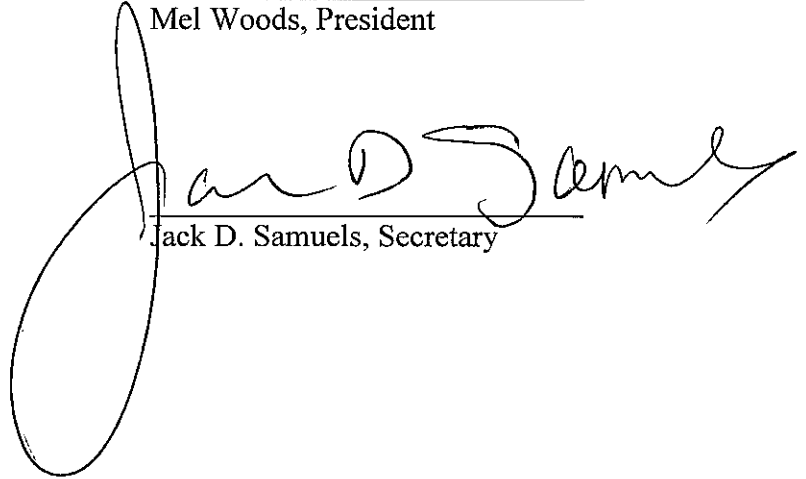
RESOLVED, that this corporation merge MTM Enterprises, Inc. its wholly-owned subsidiary corporation into itself and assume all its obligations pursuant to Section 1110 of the California Corporation Code.

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 October 23, 2001



Mel Woods, President



Jack D. Samuels, Secretary



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

TAX CLEARANCE CERTIFICATE

EXPIRATION DATE: February 15, 2002

November 13, 2001

JACK D SAMUELS
MTM ENTERTAINMENT INC
10960 WILSHIRE BLVD 23RD FLR
LOS ANGELES CA 90024

ISSUED TO : MTM ENTERPRISES INC
ENTITY ID : 0499599

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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JACK D SAMUELS
ENTITY ID : 0499599
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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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