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CT Corporation System  
660 East Jefferson Street  
Tallahassee, FL 32301  
Tel 850 222 1092  
Fax 850 222 7615  
Attn: Jeff Netherton

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CORPORATION(S) NAME

\_\_\_\_\_  
\_\_\_\_\_  
Morfeo Media, Inc.  
\_\_\_\_\_  
\_\_\_\_\_

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| <input type="checkbox"/> Nonprofit           | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark               |
| <input checked="" type="checkbox"/> Foreign  | <input type="checkbox"/> Reinstatement          | <input type="checkbox"/> Other              |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Change of RA       |
| <input type="checkbox"/> LLC                 | <input type="checkbox"/> Name Registration      | <input type="checkbox"/> UCC                |
| <input type="checkbox"/> Fictitious Name     | <input type="checkbox"/> UCC                    | <input type="checkbox"/> CUS                |
| <input type="checkbox"/> Certified Copy      | <input type="checkbox"/> Photocopies            | <input type="checkbox"/> CUS                |
| <input type="checkbox"/> Call When Ready     | <input type="checkbox"/> Call If Problem        | <input type="checkbox"/> After 4:30         |
| <input checked="" type="checkbox"/> Walk In  | <input type="checkbox"/> Will Wait              | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out            |   |   |

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Verifier \_\_\_\_\_  
Acknowledgement \_\_\_\_\_  
W.P. Verifier \_\_\_\_\_

02/09/00

**FILE FIRST**

*Handwritten initials and date:*  
MK  
2/9/00

### APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. Morfeo Media, Inc.  
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware  
(State or country under the law of which it is incorporated)
3. 65-0965410  
(FEI number, if applicable)
4. November 30, 1999  
(Date of incorporation)
5. Perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. Applicant has not yet begun to transact business in Florida, upon qual.  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. Airport Corporate Center, 7650 Corporate Center Drive, Suite 302  
Miami, Florida 33126  
(Current mailing address)

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8. To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware  
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324  
(Zip code)

10. Registered agent's acceptance:

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

Charles W. Meyer  
(Registered agent's signature)

**CHARLES W. MEYER**  
**ASSISTANT SECRETARY**

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address ONLY • P.O. Box NOT acceptable)

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**A. DIRECTORS (Street address only - P.O. Box NOT acceptable)**

Chairman: Mr. Julio Mario Santo Domingo, Jr.

Address: c/o Morfeo Media, Inc., Airport Corporate Center,  
7650 Corporate Center Drive, Suite 302, Miami, Florida 33126

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: Mr. Michael P. Guthrie

Address: c/o Morfeo Media, Inc., Airport Corporate Center,  
7650 Corporate Center Drive, Suite 302, Miami, Florida 33126

Director: \_\_\_\_\_

Address: \_\_\_\_\_

**B. OFFICERS (Street address only - P.O. Box NOT acceptable)**

President: Mr. Michael P. Guthrie

Address: c/o Morfeo Media, Inc., Airport Corporate Center  
7650 Corporate Center Drive, Suite 302, Miami, Florida 33126

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

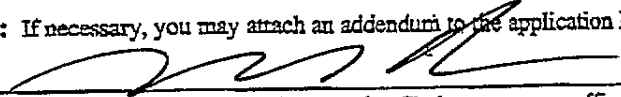
Secretary: Mr. Michael P. Guthrie

Address: c/o Morfeo Media, Inc., Airport Corporate Center  
7650 Corporate Center Drive, Suite 302, Miami, Florida 33126

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.   
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Michael P. Guthrie, President  
(Typed or printed name and capacity of person signing application)

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA**

**ADDENDUM TO:  
ITEM 12.B. OFFICERS**

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**ADDITIONAL OFFICER**

Assistant Secretary: Gilberto E. Sanclemente  
Address: c/o Sidley & Austin  
875 Third Avenue - 12th Floor  
New York, New York 10022

State of Delaware  
Office of the Secretary of State

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MORFEO MEDIA, 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 SEVENTH DAY OF FEBRUARY, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0242584

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DATE: 02-07-00