

F00000003834
LEONARD, STREET AND DEINARD

PROFESSIONAL ASSOCIATION

April 27, 2000

Devra L. Lindgren

612-335-7069

devra.lindgren@leonard.com

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~~00789~~ - 00734 - 00671

MJH

Secretary of State
Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

W-12018

200003237232--6
-05/03/00--01082--004
*****78.75 *****78.75

Ladies and Gentlemen:

Enclosed for filing is an Application by Foreign Corporation for Authorization to Transact Business in Florida submitted on behalf of Internet Broadcasting Systems, Inc., a Delaware corporation, together with an original Certificate of Existence issued by the Delaware Secretary of State.

Also enclosed is a check in the amount of \$78.75, which represents the applicable filing fee and fee for purchase of a certified copy of the application.

Please return the certified copy to me in the enclosed postage-paid envelope. Feel free to call me if you have questions. Thank you.

Very truly yours,

LEONARD, STREET AND DEINARD
Professional Association

Devra L. Lindgren
Paralegal

/dll
Enclosures

cc: Steven B. Johansen

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL -7 AM 9:39



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 9, 2000

DEVRA L. LINDGREN
LEONARD, STREE AND DEINARD
150 SOUTH FIFTH STREET, SUITE 2300
MINNEAPOLIS, MN 55402

SUBJECT: INTERNET BROADCASTING SYSTEMS, INC.
Ref. Number: W00000012018

We have received your document for INTERNET BROADCASTING SYSTEMS, INC. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report/uniform business report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$1,150.00.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 400A00025508

AFFIDAVIT

The undersigned, Steven B. Johansen, Secretary of Internet Broadcasting Systems, Inc., a Delaware corporation (the "Corporation"), hereby sets forth the following affidavit:

WHEREAS, the Corporation submitted an Application by Foreign Corporation for Authorization to Transact Business in Florida (the "Application") to the Qualification/Tax Lien Section of the Division of Corporations, Secretary of State on April 27, 2000;

WHEREAS, the date on which the Corporation first transacted business in Florida under item 6 of the Application was incorrectly stated as "11-22-99" instead of the correct date of 1/17/00; and

WHEREAS, the undersigned wishes to confirm that the date on which the Corporation first transacted business in Florida was stated incorrectly on the Application, and that the date should be corrected to reflect the true date.

NOW, THEREFORE, the undersigned hereby certifies that:

1. The date on which the Corporation first transacted business in Florida was mistakenly stated as "11-22-99" under item 6 of the Application, and that the true date the Corporation first transacted business in Florida is 1/17/00.

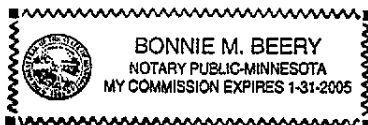
2. The date under item 6 of the Application should be corrected to read 1/17/00.

Dated: June 30, 2000.

Steven B. Johansen
Steven B. Johansen
Secretary

Subscribed and sworn to before me
this 30 day of June, 2000.

Bonnie M Beery
Notary Public



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. Internet Broadcasting Systems, 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 3. 52-2016214
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 10-31-96 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 11-22-99
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 1333 Northland Drive
Mendota Heights, MN 55120
(Current mailing address)

8. Develop and market television-centric websites
(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.

C T Corporation System
Michelle R. Gusterson, Asst. Secy.
(Registered agent's signature)

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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SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL - 7 AM 9:39

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

Chairman: See attached list.

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached list.

Address: _____

Vice President: _____

Address: _____

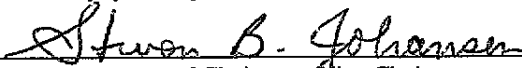
Secretary: _____

Address: _____

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. Steven B. Johansen, Secretary
(Typed or printed name and capacity of person signing application)

INTERNET BROADCASTING SYSTEMS, INC.

List of Directors and Officers

DIRECTORS:

<u>Name</u>	<u>Address</u>
Tolman Geffs	1333 Northland Drive Mendota Heights, MN 55120
Reid Johnson	1333 Northland Drive Mendota Heights, MN 55120
James Simons	St. Paul Venture Capital 10400 Viking Drive, Suite 550 Eden Prairie, MN 55344
Bob Marbut	1333 Northland Drive Mendota Heights, MN 55120
Harry T. Ethans	CanWest Global Communications, Inc. TD Centre, 31 st Floor 201 Portage Avenue Winnipeg, Canada R3B 3L7
L. Steven Goldstein	1333 Northland Drive Mendota Heights, MN 55120
David J. Barrett	1333 Northland Drive Mendota Heights, MN 55120
Alan Frank	1333 Northland Drive Mendota Heights, MN 55120

OFFICERS:

<u>Name</u>	<u>Title</u>	<u>Address</u>
Tolman Geffs	Chief Executive Officer	1333 Northland Drive Mendota Heights, MN 55120
Reid Johnson	President	1333 Northland Drive Mendota Heights, MN 55120
Steven B. Johansen	Chief Financial Officer, Secretary and Treasurer	1333 Northland Drive Mendota Heights, MN 55120

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "INTERNET BROADCASTING SYSTEMS, 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 TWENTY-FIFTH DAY OF APRIL, A.D. 2000.



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A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 0398798

DATE: 04-25-00