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Florida Department of State
Division of Corporations
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SEP 28 A 8:39

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FOREIGN PROFIT QUALIFICATION

Ad FORWARD, Inc.

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8/24/2004

RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTEENTH DAY OF AUGUST, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "AD FORWARD, INC." WAS INCORPORATED ON THE EIGHTH DAY OF APRIL, A.D. 2004.

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

RECEIVED
04 SEP 28 AM 7:51
DIVISION OF CORPORATION



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3297799

DATE: 08-16-04

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

FILED

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

2004 SEP 28 A 8:39

SECRETARY OF STATE TALLAHASSEE, FLORIDA

1. Ad FORWARD, Inc. (Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware (State or country under the law of which it is incorporated) 3. Not Known (FEI number, if applicable)

4. 4/8/2004 (Date of incorporation) 5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. (Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.") (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 3261 NW 18th Ave., Fort Lauderdale, Florida 33309 (Principal office address)

3261 NW 18th Ave., Fort Lauderdale, Florida 33309 (Current mailing address)

8. All lawful business. (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: Business Filings Incorporated

Office Address: 660 East Jefferson Street

Tallahassee, Florida 32301 (City) (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.

Handwritten signature of Mark Schiff

(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 business addresses of officers and/or directors:

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A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Carl Frankel

Address: 3261 NW 18th Ave. , Fort Lauderdale, Florida 33309

Director: _____

Address: _____

B. OFFICERS

President: Carl Frankel

Address: 3261 NW 18th Ave. , Fort Lauderdale, Florida 33309

Vice President: _____

Address: _____

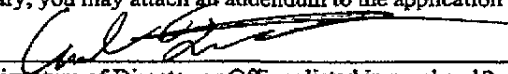
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. 
(Signature of Director or Officer listed in number 12 of the application)

14. Carl Frankel, President
(Typed or printed name and capacity of person signing application)

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Delaware

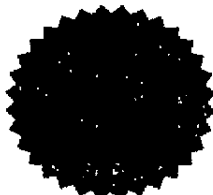
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AD FORWARD, 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 SIXTEENTH DAY OF AUGUST, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "AD FORWARD, INC." WAS INCORPORATED ON THE EIGHTH DAY OF APRIL, A.D. 2004.

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