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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1575

FOREIGN PROFIT QUALIFICATION

MEDIAFLO USA, INC.

Certificate of Status	0
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DIVISION OF CORPORATIONS

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**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. MediaFLO USA, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Ltd.," "Co.," or "Corp.")
MediaFLO, Inc.
(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)
2. Delaware 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. October 14, 2004 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. _____
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)
7. 5775 Morehouse Drive, San Diego, CA 92121
(Principal office address)
Same as above
(Current mailing address)
8. Transmission of multi-media services from broadcast telecommunications
facilities. Installation, operation and maintenance of these systems.
(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 NOT acceptable)
Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida 32301
(City) (Zip code)

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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.

Corporation Service Company
By: Laura R. Dunlap
(Registered agent's signature)

Laura R. Dunlap
as its agent

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: Paul E. Jacobs

Address: 5775 Morehouse Drive

San Diego, CA 92121

Director: _____

Address: _____

B. OFFICERS

President: Richard Sulpizio

Address: 5775 Morehouse Drive

San Diego, CA 92121

Vice President: Jeffrey Lothack

Address: 5775 Morehouse Drive

San Diego, CA 92121

Secretary: Louis M. Lupin

Address: 5775 Morehouse Drive, San Diego, CA 92121

Treasurer: William E. Keitel

Address: 5775 Morehouse Drive, San Diego, CA 92121

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

13. Louis M. Lupin

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

14. Louis M. Lupin, Secretary

(Typed or printed name and capacity of person signing application)

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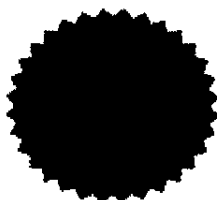
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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MEDIAFLO USA, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIRST DAY OF NOVEMBER, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MEDIAFLO USA, INC." WAS INCORPORATED ON THE FOURTEENTH DAY OF OCTOBER, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.



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050890415

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4265618

DATE: 11-01-05

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