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FOREIGN PROFIT/NONPROFIT CORPORATION

FOCUSVISION WORLDWIDE, INC.

Certificate of Status	0
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Page Count	05
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*only debit
over account
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on application.*

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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. FOCUSVISION WORLDWIDE, 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 3. 33-0403952
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. May 23, 2005 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. June 23, 2005
(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. 1268 East Main Street, Stamford, Connecticut 06902-3562
(Principal office address)
- 1266 East Main Street, Stamford, Connecticut 06902-3562
(Current mailing address)
8. Videoconferencing
(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: NRAI Services, Inc.
Office Address: 2731 Executive Park Drive, Suite 4
Weston, Florida 33331
(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.
NRAI Services, Inc.
By: Paul J. Hagan Paul J. Hagan, Assistant Secretary
(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: John Houlihan

Address: 1266 East Main Street, Stamford, Connecticut 06902-3562

Vice Chairman: N/A

Address: 1266 East Main Street, Stamford, Connecticut 06902-3562

Director: Judith Houlihan

Address: 1266 East Main Street, Stamford, Connecticut 06902-3562

Director: Will H. Gasset

Address: 1266 East Main Street, Stamford, Connecticut 06902-3562

B. OFFICERS

President: Petar C. Houlihan

Address: 1266 East Main Street, Stamford, Connecticut 06902-3562

Vice President: Juff Carroll

Address: 266 East Main Street, Stamford, Connecticut 06902-3562

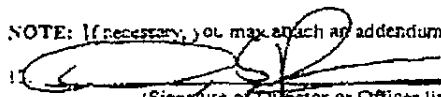
Secretary: Judith C. Houlihan

Address: 1266 East Main Street, Stamford, Connecticut 06902-3562

Treasurer: Douglas Palmer

Address: 1266 East Main Street, Stamford, Connecticut 06902-3562

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

11. 
(Signature of Director or Officer listed in number 12 of the application)

14. Douglas Palmer, Chief Financial Officer
(Typed or printed name and capacity of person signing application)

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EXHIBIT A
TO
APPLICATION BY FOREIGN CORPORATION
FOR AUTHORITY TO TRANSACT BUSINESS IN FLORIDA
BY
FOCUSVISION WORLDWIDE, INC.,
A DELAWARE CORPORATION

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12. Names and business addresses of officers and/or directors, continued:

A. Additional Director:

Peter Houlahan
1266 East Main Street, Stamford, Connecticut 06902-3562

B. Additional Officers:

John J. Houlahan, Chief Executive Officer
1266 East Main Street, Stamford, Connecticut 06902-3562

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Delaware

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FOCUSVISION WORLDWIDE, 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 SEVENTEENTH DAY OF FEBRUARY, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "FOCUSVISION WORLDWIDE, INC." WAS INCORPORATED ON THE TWENTY-THIRD DAY OF MAY, A.D. 2005.

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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TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4532554

DATE: 02-17-06

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