

FL6000001377

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FOREIGN PROFIT/NONPROFIT CORPORATION

KickApps Corporation

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February 22, 2006

FLORENDA DEPARTMENT OF STATE
Division of Corporations

C T CORPORATION SYSTEM

SUBJECT: KICKAPPS CORPORATION
REF: W06000008890

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

We will need a signed affidavit or letter stating that the voluntary dissolution will not be revoked by the LLC filed.

If you have any further questions concerning your document, please call (850) 245-6879.

Ruby Dunlap
Regulatory Specialist
New Filing Section

FAX Aud. #: H06000046771
Letter Number: 606A00012610

P.O BOX 6327 - Tallahassee, Florida 32314

KICKAPPS, LLC

February 27, 2006

Ms. Ruby Dunlop
Regulatory Specialist
New Filing Section
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: KickApps Corporation
Ref: W0600008890
Letter Number: 606A00012610

Dear Ms. Dunlop:

Reference is made to the Articles of Dissolution filed with your office for KickApps, LLC on February 22, 2006. In this connection, we advise you that the voluntary dissolution of KickApps, LLC will not be revoked by KickApps, LLC.


We trust that this letter is responsive to your letter of February 22, 2006 referenced above. Further, we trust that you will now be able to properly register KickApps Corporation, a Delaware corporation, as qualified to do business in the State of Florida. The application for such qualification is being submitted to your office simultaneously with this letter.

Should any further questions arise, please contact our attorney, Andrew Goodman, at (617) 570-1063.

We thank you in advance for your assistance in this matter.

Regards,

KICKAPPS, LLC

By: KickApps Corporation
Its Sole Member
By: 
Eric Altman, President

LTRC/2098064.1

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.

FILED
06 FEB 21 AM 11:28
TALLAHASSEE, FLORIDA

1. KickApps Corporation

(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. 71-0993569

(FEI number, if applicable)

4. December 30, 2005

(Date of incorporation)

5. Perpetual

(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. 180 West 20th Street, #9, New York, New York 10011

(Principal office address)

180 West 20th Street, #9, New York, New York 10011

(Current mailing address)

8. To engage in any lawful act or activity for which corporations may be organized under the State 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 NOT acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation

(City)

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

By:

Connie Brown

(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:

A. DIRECTORS

Chairman: Eric Alterman

Address: 180 West 20th Street, #9

New York, New York 10011

Vice Chairman: _____

Address: _____

Director: Santo Folito

Address: c/o Spark Capital, One Cambridge Center, 4th Floor

Cambridge, MA 02142

Director: _____

Address: _____

B. OFFICERS

President: Eric Alterman

Address: 180 West 20th Street, #9

New York, New York 10011

Vice President: _____

Address: _____

Secretary: Peter Clark

Address: 200 Azalea Avenue, St. Augustine, FL 32080

Treasurer: Eric Alterman

Address: 180 West 20th Street, #9, New York, New York 10011

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. Eric Alterman, President

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

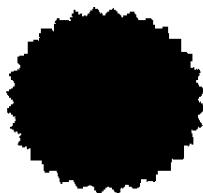
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "KICKAPPS CORPORATION" 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 FIFTH DAY OF JANUARY, A.D. 2006.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 4425832

DATE: 01-05-06