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Florida Department of State  
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**FOREIGN PROFIT/NONPROFIT CORPORATION**

**DG FastChannel, Inc.**

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

SECRETARY OF STATE  
 TALAHASSEE, FLORIDA

07 DEC 31 AM 8:45

APPROVED  
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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. DG FastChannel, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Ltd.," "Co.," or "Corp.")

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

2. Delaware 3. 94-3140772
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. January 9, 2001 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. 750 West John Carpenter Freeway, Suite 700, Irving, Texas 75039
(Principal office address)

750 West John Carpenter Freeway, Suite 700, Irving, Texas 75039
(Current mailing address)

8. Any lawful act or activity for which corporations may be organized
(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: CT Corporation System

Office Address: 1200 South Pine Island Road
Plantation, Florida 33324
(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.

Maria Ozaeta
Maria Ozaeta
Vice President
(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.

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TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: \*See attached list of Directors

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

B. OFFICERS

President: \*See attached list of Officers

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 Director or Officer listed in number 12 of the application)

14. Omar A. Choucair, Chief Financial Officer and Secretary  
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

**DIRECTORS AND OFFICERS**

**Directors:**

<u>Name</u>	<u>Address</u>
Scott K. Ginsburg, Chairman	750 West John Carpenter Freeway, Suite 700 Irving, Texas 75039
Kevin C. Howe, Director	750 West John Carpenter Freeway, Suite 700 Irving, Texas 75039
Anthony J. LeVecchio, Director	750 West John Carpenter Freeway, Suite 700 Irving, Texas 75039
William Donner, Director	750 West John Carpenter Freeway, Suite 700 Irving, Texas 75039
Omar A. Choucair, Director	750 West John Carpenter Freeway, Suite 700 Irving, Texas 75039
Lisa C. Gallagher, Director	750 West John Carpenter Freeway, Suite 700 Irving, Texas 75039
David M. Kantor, Director	750 West John Carpenter Freeway, Suite 700 Irving, Texas 75039

**Officers:**

<u>Name</u>	<u>Office</u>	<u>Address</u>
Scott K. Ginsburg	President and Chief Executive Officer	750 West John Carpenter Freeway, Suite 700 Irving, Texas 75039
Omar A. Choucair	Chief Financial Officer and Secretary	750 West John Carpenter Freeway, Suite 700 Irving, Texas 75039
Neil H. Nguyen	Executive Vice President of Sales and Operations	750 West John Carpenter Freeway, Suite 700 Irving, Texas 75039
John Palmer	Assistant Secretary	750 West John Carpenter Freeway, Suite 700 Irving, Texas 75039

# Delaware

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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DG FASTCHANNEL, 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-EIGHTH DAY OF DECEMBER, A.D. 2007.

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.

APPROVED  
AND  
FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



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*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6271147

DATE: 12-28-07