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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

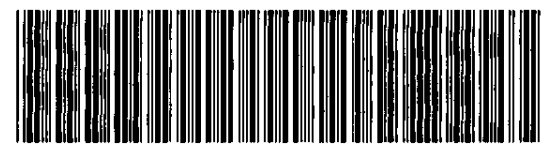
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

YMT 11/12

601-49604
201

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: OverDrive, Inc.
Name of corporation - must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," or "Certificate of Good Standing" and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Anthony Mazzolini
Name of Person

OverDrive, Inc.
Firm/Company

8555 Sweet Valley Drive, Suite N
Address

Cleveland, OH 44125
City/State and Zip code

accountspayable@overdrive.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Anthony Mazzolini at (216) 573-6886 ext. 219
Name of Person Area Code & Daytime Telephone Number

STREET/COURIER ADDRESS:
New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 21, 2010

ANTHONY MAZZOLINI
OVERDRIVE, INC.
8555 SWEET VALLEY DR., SUITE N
CLEVELAND, OH 44125

SUBJECT: OVERDRIVE, INC.
Ref. Number: W10000049604

We have received your document for OVERDRIVE, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of your corporation is not available in Florida. An out-of-state corporation whose name is not available must adopt an alternate corporate name for use in Florida. The alternate corporate name must contain "Incorporated," "Company," "Corporation," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp." Please enter the alternate corporate name in the space provided in number one of the application.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6995.

Wanda Cunningham
Regulatory Specialist II
New Filing Section

Letter Number: 710A00024926

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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TALLAHASSEE, 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. OverDrive, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

OverDrive Digital, Inc.

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

2. Delaware 3. 34-1522786
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 04/20/2000 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 1/1/2010
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 8555 Sweet Valley Drive, Suite N, Cleveland, OH 44125
(Principal office address)

8555 Sweet Valley Drive, Suite N, Cleveland, OH 44125
(Current mailing address)

8. Digital media services and products (eBooks, audiobooks, music, video)
(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.

Renee Cruz
(Registered agent's signature) **Renee Cruz, Asst. Secretary**

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: M. Steven Potash

Address: 8555 Sweet Valley Drive, Suite N
Cleveland, OH 44125

Vice Chairman: _____

Address: _____

Director: Michael J. Vantusko

Address: 8555 Sweet Valley Drive, Suite N
Cleveland, OH 44125

Director: _____

Address: _____

B. OFFICERS

President: M. Steven Potash

Address: 8555 Sweet Valley Drive, Suite N
Cleveland, OH 44125

Vice President: Michael J. Vantusko

Address: 8555 Sweet Valley Drive, Suite N, Cleveland, OH 44125
8555 Sweet Valley Drive, Suite N, Cleveland, OH 44125


Secretary: Lori Soukup

Address: 8555 Sweet Valley Drive, Suite N, Cleveland, OH 44125

Treasurer: Michael J. Vantusko

Address: 8555 Sweet Valley Drive, Suite N, Cleveland, OH 44125

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. Michael J. Vantusko, CFO
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

Delaware

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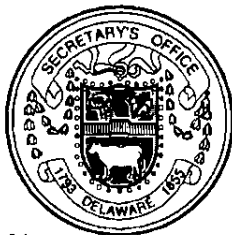
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TALLAHASSEE, FLORIDA

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "OVERDRIVE, 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-SEVENTH DAY OF SEPTEMBER, A.D. 2010.

3216684 8300

100916746

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8252102

DATE: 09-27-10