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(Address)

(Address)

(City/State/Zip/Phone #)

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M. HODGES

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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Authentica, 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," 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:

Katherine Pomponi

(Name of Person)

Authentica, Inc.

(Firm/Company)

91 Hartwell Avenue

(Address)

Lexington, MA 02421

(City/State and Zip code)

For further information concerning this matter, please call:

Katherine Pomponi

(Name of Person)

at (781) 487-2600 ext 203

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Registration 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

**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. Authentica, 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. 52-2082823
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. February 18, 1997 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. June 1, 2005
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 91 Hartwell Avenue, Lexington, MA 02421
(Principal office address)

91 Hartwell Avenue, Lexington, MA 02421
(Current mailing address)

8. DRM software sales
(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)

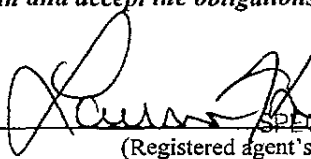
Name: CT Corporation

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.


LAUREN H. KREATZ,
SPECIAL 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:

A. DIRECTORS

Chairman: John Bruce, President & CEO

Address: c/o Authentica, Inc.

91 Hartwell Ave, Lexington, MA 02420

Vice Chairman: Ed Braginsky

Address: 22 Silver Hill Road

Weston, MA 02493

Director: Michael Skok

Address: c/o Northbridge Venture Partners

950 Winter Street, Suite 4600, Waltham, MA 02451

Director: William Kaiser

Address: c/o Greylock Management Corp

880 Winter Street, Waltham, MA 02451

B. OFFICERS

President: John Bruce, CEO

Address: c/o Authentica, Inc.

91 Hartwell Ave, Lexington, MA 02421

Vice President: Laurie Riedel, CFO

Address: c/o Authentica, Inc.

91 Hartwell Ave, Lexington, MA 02421

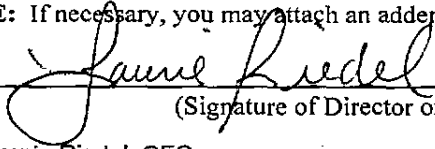
Secretary: John Bruce

Address: c/o Authentica, Inc., 91 Hartwell Ave, Lexington, MA 02421

Treasurer: Laurie Riedel

Address: c/o Authentica, Inc., 91 Hartwell Ave, Lexington, MA 02421

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. Laurie Riedel, CFO

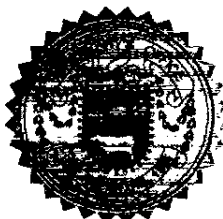
(Typed or printed name and capacity of person signing application)

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AUTHENTICA, 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 FIFTEENTH DAY OF JUNE, A.D. 2005.



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3950975

DATE: 06-15-05