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Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
850-222-1092

DATE: 10/20

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Corporation(s) Name

Pospace corp.

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TALLAHASSEE, FLORIDA

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution	<input type="checkbox"/> Mark
<input type="checkbox"/> LLC	<input type="checkbox"/> Withdrawal	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> UBR	<input type="checkbox"/> Other
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> Ch.
<input type="checkbox"/> UCC () 1 or () 3	<u>60090055102</u>	
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<input checked="" type="checkbox"/> Walk in	<input checked="" type="checkbox"/> Pick-up	<input type="checkbox"/> Will Wait

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Please Return Filed Stamped Copies To:

Carol Clark

Thank You!

Handwritten initials and date: BKL 10/20/00

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. POPspace Corporation

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware

(State or country under the law of which it is incorporated)

3. 65-0925571

(FEI number, if applicable)

4. October 11, 2000

(Date of incorporation)

5. perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 11382 Prosperity Farms Road, Suite 130

Palm Beach Gardens, Florida 30410

(Current mailing address)

8. Internet and Telecommunication Services

(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: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation, 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.

CT Corporation System

Barbara A. Burke

(Registered agent's signature)

BARBARA A. BURKE
SPECIAL ASSISTANT 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 addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: Jason P. Judge

Address: 11382 Prosperity Farms Rd. #130, Palm Beach Gardens, FL 33410

Vice Chairman: _____

Address: _____

Director: Robert G. Spignesi

Address: 11382 Prosperity Farms Road #130, Palm Beach Gardens, FL 33410

Director: Seth Buechley

Address: 11382 Prosperity Farms Road #130, Palm Beach Gardens, FL 33410

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B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Jason P. Judge

Address: 11382 Prosperity Farms Rd. #130, Palm Beach Gardens, FL 33410

Vice President: Robert G. Spignesi

Address: 11382 Prosperity Farms Road #130, Palm Beach Gardens, FL 33410

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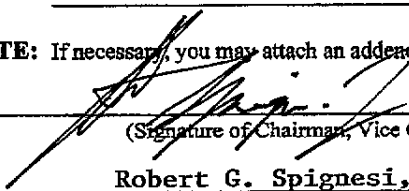
Secretary: Robert G. Spignesi

Address: 11382 Prosperity Farms Road #130, Palm Beach Gardens, FL 33410

Treasurer: Robert G. Spignesi

Address: 11382 Prosperity Farms Road #130, Palm Beach Gardens, FL 33410

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

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Robert G. Spignesi, Secretary
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "POPSPACE CORP." 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 EIGHTEENTH DAY OF OCTOBER, A.D. 2000.

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

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TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

3298055 8300

AUTHENTICATION: 0740206

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DATE: 10-18-00