

**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. TV software, Inc.
(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. Nevada USA 3. 38-3503562
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. July 20, 1999 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 3631 Kingston Blvd Sarasota FL 34238
(Principal office address)
3631 Kingston Blvd Sarasota FL 34238
(Current mailing address)
8. Internet Technologies
(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: Melanie D. McLeod
Office Address: 3631 Kingston Blvd
Sarasota, Florida 34238
(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.

Melanie D McLeod
(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

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

A. DIRECTORS

Chairman: Michael McLeod

Address: 3631 Kingston Blvd
Sarasota FL 34238

Vice Chairman: Melanie D McLeod

Address: 3631 Kingston Blvd
Sarasota FL 34238

Director: Gregory Lee Brasie

Address: 11865 Easton Road
Rives Junction MI 49277

Director: _____

Address: _____

B. OFFICERS

President: Michael D. McLeod

Address: 3631 Kingston Blvd
Sarasota FL 34238

Vice President: Melanie D. McLeod

Address: 3631 Kingston Blvd.
Sarasota FL 34238

Secretary: Dennis M. Hayes

Address: 120 N Fourth Ave Ann Arbor MI 48104

Treasurer: Melanie D. McLeod

Address: 3631 Kingston Blvd Sarasota FL 34238

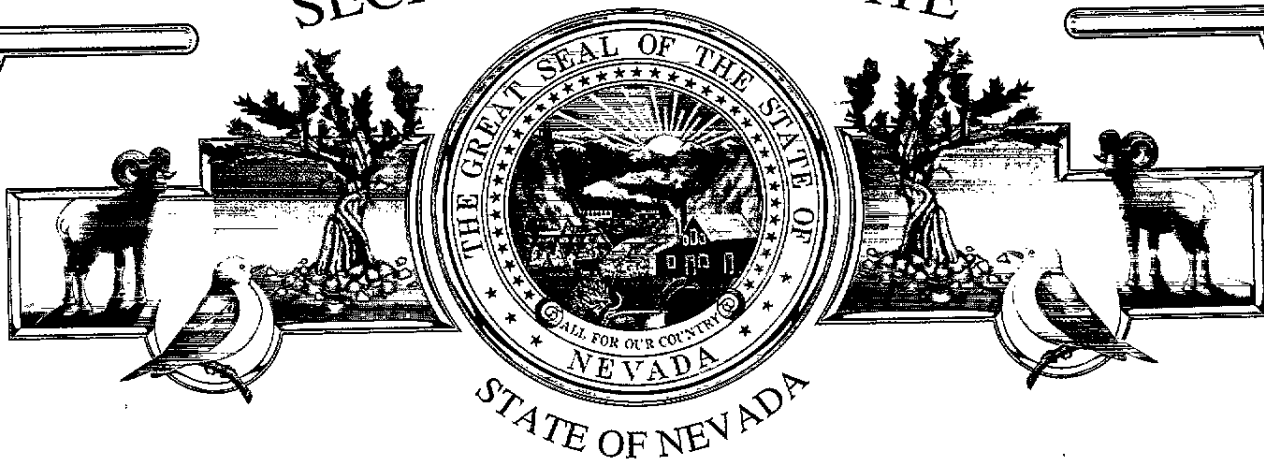
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TALLAHASSEE FLORIDA

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

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

14. Melanie D. McLeod, Vice President
(Typed or printed name and capacity of person signing application)

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **TV SOFTWARE TV SOFTWARE**, as a corporation duly organized under the laws of **NEVADA** and existing under and by virtue of the laws of the State of Nevada since July 20, 1999 and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, Carson City, Nevada, on October 16, 2000.



Dean Heller

Secretary of State

By

3a Adams

Certification Clerk

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CLERK OF THE SECRETARY OF STATE
CARSON CITY, NEVADA