



F00000006800

UCC FILING & SEARCH SERVICES, INC.
100 East Park Avenue
Tallahassee, Florida 32301
(904) 681-5288

FOR PICKUP BY
UCC SERVICES
OFFICE USE ONLY

825585/7000U

December 8, 2000

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Refacil Inc.

Filing Evidence

- ☒ Plain/Confirmation Copy
- ☐ Certified Copy

Retrieval Request

- ☐ Photocopy
- ☐ Certified Copy

Type of Document

- ☐ Certificate of Status
- ☐ Certificate of Good Standing
- ☐ Articles Only
- ☐ All Charter Documents to Include Articles & Amendments
- ☐ Fictitious Name Certificate
- ☐ Other

FILED
00 DEC -8 AM 10:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

100003491901--8
-12/08/00--01053--007
70.00 **70.00

5

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
00 DEC -8 AM 10:04
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

12/8

FILED
DEC -8 11 10 33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Refacil, Inc.

2. Delaware

3.

4. November 16, 2000

5. Perpetual

6 December , 2000

7. 810 Dominican Drive

(Current mailing address)

8. Internet sweepstakes website

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: **NRAI Services, Inc.**

Office Address: 526 East Park Avenue

Tallahassee, Florida, 32301

(Zip code)

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.

NRAI Services, Inc.

(Registered agent's signature)

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

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

Chairman: _____

Address: SEE ADDENDUM ATTACHED

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

FILED
DEC - 8
IN NO. 38
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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

President: SEE ADDENDUM ATTACHED

Address: _____

Vice President: _____

Address: _____

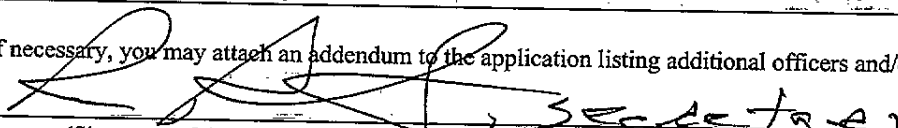
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

14. Ron Routson, Secretary

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

Exhibit A

Ascendant Media Inc.
Directors and Executive Officers

<u>Name</u>	<u>Business Address</u>	<u>Title</u>
Curt Hahn	810 Dominican Drive Nashville, TN 37228	President and Director
Steve Minor	1010 Street Rd. Kingston Springs, TN 37082	Vice President and Director
Ron Routson	810 Dominican Drive Nashville, TN 37228	Secretary and Director
Philip Cheney	810 Dominican Drive Nashville, TN 37228	Treasurer and Director
Matt King	6600 Murray Lane Brentwood, TN 37027	Director
Dale LeFebvre	c/o Pharos Capital Partners, L.P. 100 Crescent Court Dallas, TX 75201	Director
Robert Crants	c/o DC Partners One Burton Hills Blvd., Suite 180 Nashville, TN 37215	Director

FILED
DEC - 8 AM 10:33
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "REFACIL, 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 SEVENTH DAY OF DECEMBER, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "REFACIL, INC." WAS INCORPORATED ON THE SIXTEENTH DAY OF NOVEMBER, A.D. 2000.

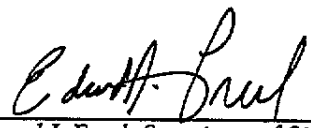
AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED
00 DEC -8 AM 10:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



3317141 8300

001612730


Edward J. Freel, Secretary of State

AUTHENTICATION: 0838831

DATE: 12-07-00