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ACCOUNT NO. : 072100000032

REFERENCE : 936923 4320229

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : December 18, 2000

ORDER TIME : 2:24 PM

ORDER NO. : 936923-010

CUSTOMER NO: 4320229

CUSTOMER: Mr. Schubert Leveille
Kilpatrick Stockton, Llp
Suite 2800
1100 Peachtree Street
Atlanta, GA 30309

Patricia P... 12/18
RECEIVED
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA
DEC 20 PM 5:10

FOREIGN FILINGS

500003509475--9

NAME: JESTERDIGITAL CORPORATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- XX PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

RECEIVED
00 DEC 20 PM 3:53
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CONTACT PERSON: Janna Wilson --EXT# 1155

EXAMINER: *BYL*

12/21

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.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- 1. JESTERDIGITAL 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 3. 65-0951950
(State or country under the law of which it is incorporated) (FEI number, if applicable)
- 4. 08/19/99 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. 300 Clematis Street, West Palm Beach, FL 33401
(Principal office address)

(Current mailing address)

To engage in any lawful act or activity for which a corporation may be organized.

- 8. _____
(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301
(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.

Corporation Service Company

Laura R. Dunlap

(Registered agent's signature)

Laura R. Dunlap
as its agent

- 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 Textor

Address: 300 Clematis Street, West Palm Beach, FL 33401

Vice Chairman: Phillip Ruggieri

Address: 300 Clematis Street, West Palm Beach, FL 33401

Director: Michael Bay

Address: 300 Clematis Street, West Palm Beach, FL 33401

Director: Chris Stiepock

Address: 300 Clematis Street, West Palm Beach, FL 33401

B. OFFICERS

President: John Textor

Address: 300 Clematis Street, West Palm Beach, FL 33401

Vice President: Ben Brown

Address: 300 Clematis Street, West Palm Beach, FL 33401

Secretary: Jonathan Teaford

Address: 300 Clematis Street, West Palm Beach, FL 33401

Treasurer: _____

Address: 300 Clematis Street, West Palm Beach, FL 33401

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

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

14. JONATHAN TEAFORD, Secretary
(Typed or printed name and capacity of person signing application)

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60 DEC 20 PM 5:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Delaware

PAGE 1

Office of the Secretary of State

FILED
DEC 20 10 55 AM '00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "JESTERDIGITAL CORPORATION" WAS INCORPORATED ON THE NINETEENTH DAY OF AUGUST, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.



Edward J. Freel

Edward J. Freel, Secretary of State

3085810 8300

AUTHENTICATION: 0864385

001636297

DATE: 12-19-00