

F01000001944

TRANSMITTAL LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: GPS MEDIA CORP.

(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:

Gabrielle Brussel

(Name of Person)

GPS Media Corp.

(Firm/Company)

900003972929--3

04-09-01 01118-009  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

254 West 38th St. 2nd Fl.

(Address)

New York, NY 10018

(City/State and Zip Code)

For further information concerning this matter, please call:

Gabrielle Brussel

(Name of Person)

at 212-704-9907

(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

FILED  
APR -9 PM 8:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

mt  
4/11

**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. GPS Media 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. 22-3766562  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 10/11/2000 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. 254 West 38th St. 2nd Fl. New York, NY 10018  
(Principal office address)  
254 West 38th St. 2nd Fl. New York, NY 10018  
(Current mailing address)
8. Educational Services  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)
- Name: Phillip Kim
- Office Address: 90 Alton Rd. #2603  
Miami Beach, Florida 33139  
(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.*
- X   
(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.

FILED  
01 APR -9 PM 3:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: Gabrielle Brussel

Address: 103 East 84th St. #4N New York, NY 10028

Vice Chairman: Gabrielle Brussel

Address: 103 East 84th St. #4N New York, NY 10028

Director: Gabrielle Brussel

Address: 103 East 84th St. #4N New York, NY 10028

Director: \_\_\_\_\_

Address: \_\_\_\_\_

B. OFFICERS

President: Gabrielle Brussel

Address: 103 East 84th St. #4N New York, NY 10028

Vice President: Gabrielle Brussel

Address: 103 East 84th St. #4N New York, NY 10028

Secretary: Gabrielle Brussel

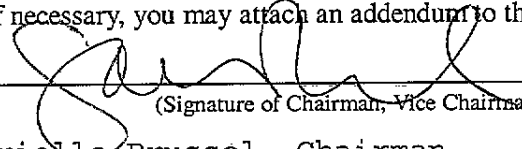
Address: 103 East 84th St. #4N New York, NY 10028

Treasurer: Gabrielle Brussel

Address: 103 East 84th St. #4N New York, NY 10028

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01 APR -9 PM 8:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

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

14. Gabrielle Brussel, Chairman  
(Typed or printed name and capacity of person signing application)

*State of Delaware*  
*Office of the Secretary of State* PAGE 1

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GPS MEDIA 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 FIFTEENTH DAY OF MARCH, A.D. 2001.

FILED  
01 APR -9 PM 8:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1025940

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DATE: 03-15-01