F01000002190

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: FotoWire, Inc.
(Name of corporation - must include suffix)

800003743378--8
-02/20/01--01078--002
*****87.50 *****87.50

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.

W01-4113

Please return all correspondence concerning this matter to the following:

A. Anna Capelle, Esq.
(Name of Person)

Coudert Brothers
(Firm/Company)

4 Embarcadero Center, Ste. 3300
(Address)

San Francisco, CA 94111
(City/State and Zip code)

For further information concerning this matter, please call:

Paula Pang at (415) 986-1300
(Name of Person) (Area Code & Daytime Telephone Number)

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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

9/25

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

RECEIVED

FEB 26 2001

COUDERT BROTHERS
SAN FRANCISCO

February 21, 2001

A. ANNA CAPELLE
4 EMBARCADERO CENTER, STE 3300
SAN FRANCISCO, CA 94111

SUBJECT: FOTOWIRE, INC.
Ref. Number: W01000004113

We have received your document for FOTOWIRE, INC. and your check(s) totaling $87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of $1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report/uniform business report fees due this office.)

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 801A00011028

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FILED

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. **FotoWire, 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. **Delaware**
(State or country under the law of which it is incorporated)

3. **77-0512-0628**
(FEI number, if applicable)

4. **August 3, 1999**
(Date of incorporation)

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

6. **February 28, 2001**

(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. **2420 Sand Hill Road, Suite 101, Menlo Park, California 94025**
(Principal office address)

(Current mailing address)

8. **To engage in any lawful act or activity for which a corporation may be organized**
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
under the General Corporation law of the State of Delaware

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

Name: CT Corporation System

Office Address: c/o CT Corporation System, 1200 South Pine Island Rd.

Plantation, Florida 33324
(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.

Naseem A. Conde

NASEEM A. CONDE
SPECIAL ASST. SECRETARY

(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.

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

A. DIRECTORS

Chairman: Patrick Serex

Address: 2420 Sand Hill Road, Suite 101, Menlo Park, CA 94025

Vice Chairman:

Address:

Director: Alan Tawil-Kummerman

Address: FotoWire SA, 29 rue de La Rotisserie

CH-1224, Geneva, Switzerland

Director: Wilhelm Nitsch

Address: Afga Photofinishing Equipment

Tegernseer Landstrasse 161, D-81539 Munchen, Germany

B. OFFICERS

President: Patrick Serex

Address: 2420 Sand Hill Road, Suite 101, Menlo Park, CA 94025

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Vice President:

Address:

Secretary: Patrick Serex

Address: 2420 Sand Hill Road, Suite 101, Menlo Park, CA 94025

Treasurer: Patrick Serex

Address: 2420 Sand Hill Road, Suite 101, Menlo Park, CA 94025

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. Patrick Serex, President
(Typed or printed name and capacity of person signing application)

State of Delaware

Office of the Secretary of State PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FOTOWIRE, 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 EIGHTEENTH DAY OF APRIL, A.D. 2001.

FILED
01 APR 24 PM 6:26

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1085133

DATE: 04-18-01