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August 17, 2001

VIA FEDERAL EXPRESS

Division of Corporations
Qualification/Tax Lien Section
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Tandberg Television, Inc.

400004547574--2
-08/21/01--01006--029
***1220.00 ***1220.00

Dear Madam or Sir:

W01-19997

Enclosed herewith for filing with the Secretary of State is an Application By Foreign Corporation for Authorization to Transact Business in Florida for the above-referenced entity. Also enclosed is our client's check in the amount of \$1,220.00 representing the registration fee.

Please return a date stamped copy of the filing in the enclosed self-addressed postage paid envelope. If you have any questions concerning the above, please do not hesitate to call me.

Thank you in advance for your assistance in this matter.

Very truly yours,
Gail S. André

Gail S. André
Legal Assistant to
Morey Raiskin

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 SEP 25 AM 8:29

W
9/25

GSA:
Enclosures
072107/82502/233164

c: Ms. Yolanda Lombardi
Morey Raiskin, Esquire

FF \$70

WBR 150

PF 1,000.00

GP



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 28, 2001

GAIL S. ANDRE'
LOWNDES DROSDICK DOSTER ET AL.
215 NORTH EOLA DRIVE
ORLANDO, FL 32801

SUBJECT: TANDBERG TELEVISION, INC.
Ref. Number: W01000019997

We have received your document for TANDBERG TELEVISION, INC. and your check(s) totaling \$1220.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

The person who signed line 13 is not listed as an officer or director.

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) 245-6958.

Lee Rivers
Document Specialist

Letter Number: 401A00048955

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September 20, 2001

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314
Attn. Mr. Lee Rivers - Document Specialist

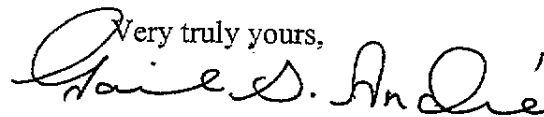
Re: **Tandberg Television, Inc.**

Dear Lee:

I am returning the enclosed Application by Foreign Corporation for Authorization to Transact Business in the state of Florida for the above-referenced corporation, together with a copy of your letter dated August 28, 2001. The state is currently holding the filing fee of \$1,220.00. Please process this application for filing.

If you have any questions concerning the above, please do not hesitate to contact me.

Thank you in advance for your assistance in this matter.

Very truly yours,


Gail S. André
Legal Assistant to
Morey Raiskin

GSA:
Enclosures
072107/82502/233164

c: Ms. Yolanda Lombari
Morey Raiskin, Esquire

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DIVISION OF CORPORATIONS
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**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. TANDBERG TELEVISION, 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 3. 52-2071378
(State or country under the law of which it is incorporated) (FBI number, if applicable)
4. 6/16/97 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. December 2000
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 12633 CHALLENGER PARKWAY, SUITE 250
ORLANDO, FLORIDA 32826
(Current mailing address)
8. TO PROVIDE DIGITAL BROADCAST EQUIPMENT
(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: ERIC COONEY
Office Address: 12633 CHALLENGER PARKWAY, SUITE 250
ORLANDO, Florida, 32826
(Zip code)

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(4)

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.


(Registered agent's signature)
ERIC COONEY

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 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: ERIC COONEY

Address: 12633 CHALLENGER PARKWAY, SUITE 250
ORLANDO, FLORIDA 32826

Vice Chairman: ROBERT NATWICK

Address: 12633 CHALLENGER PARKWAY, SUITE 250
ORLANDO, FLORIDA 32826

Director: _____

Address: _____

Director: _____

Address: _____

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

President: ERIC COONEY

Address: 12633 CHALLENGER PARKWAY, SUITE 250
ORLANDO, FLORIDA 32826

Vice President: and GENERAL MANAGER - ERIC COONEY

Address: 12633 CHALLENGER PARKWAY, SUITE 250
ORLANDO, FLORIDA 32826

Secretary: ROBERT NATWICK - SECRETARY

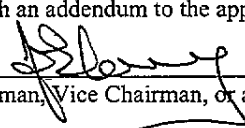
Address: 12633 CHALLENGER PARKWAY, SUITE 205
ORLANDO, FLORIDA 32826

Treasurer: _____

Address: _____

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

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

14. 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 "TANDBERG TELEVISION, 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 FOURTEENTH DAY OF AUGUST, A.D. 2001.

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 SEP 25 AM 8:29



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2762633 8300

AUTHENTICATION: 1294394

010398402

DATE: 08-14-01