

F020000001169

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Back Channel Media, Inc.
(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:

400005002264--5
-02/26/02--01010--006
*****78.75 *****78.75

Heather Wass

(Name of Person)

W02-5578

Back Channel Media, Inc.

(Firm/Company)

107 South Street, 2nd Floor

(Address)

Boston, MA 02111

(City/State and Zip code)

For further information concerning this matter, please call:

Heather Wass

(Name of Person)

at (617) 728-0511

(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
02 MAR -6 PM 09
SECRETARY OF
TALLAHASSEE, FL

mtm

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 27, 2002

HEATHER WASS
107 SOUTH STREET, 2ND FL
BOSTON, MA 02111

SUBJECT: BACK CHANNEL MEDIA, INC.
Ref. Number: W02000005578

We have received your document for BACK CHANNEL MEDIA, INC. and your check(s) totaling \$78.75. 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.

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) 245-6097.

Michael Mays
Document Specialist

Letter Number: 802A00011958

02 MAR -6 PM 2:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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. Back Channel Media, 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. Massachusetts 3. 04-3503786
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. March 6, 2000 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 9-10-01
(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. 107 South Street, 2nd Floor, Boston, MA 02111
(Principal office address)
107 South Street, 2nd Floor, Boston, MA 02111
(Current mailing address)
8. To buy and to broker media advertising and programming time
(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: Linda Campbell
Office Address: 1967 Radio Avenue
Yulee Florida 32097
(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.
Linda K Campbell
(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
02 MAR -6 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Michael KokernakAddress: 650 Huntington Avenue, 23rd Floor
Boston, MA 02115

Director: _____

Address: _____

B. OFFICERS

President: Michael KokernakAddress: 650 Huntington Avenue, 23rd Floor
Boston, MA 02115

Vice President: _____

Address: _____

Secretary: Michael KokernakAddress: 650 Huntington Avenue, 23rd Floor, Boston, MA 02115Treasurer: Michael KokernakAddress: 650 Huntington Avenue, 23rd Floor, Boston, MA 02115

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. Michael Kokernak @ President

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

FILED
02 MAR -6 PM 2:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



William Francis Galvin
Secretary of the
Commonwealth

The Commonwealth of Massachusetts

Secretary of the Commonwealth

State House, Boston, Massachusetts 02133

February 14, 2002

TO WHOM IT MAY CONCERN:

I hereby certify that

BACK CHANNEL MEDIA, INC.

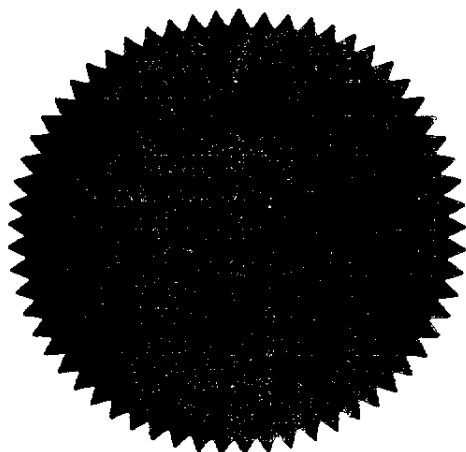
appears by the records of this office to have been incorporated under the General Laws of this Commonwealth on **March 6, 2000**.

I also certify that by Articles of Amendment filed here **May 24, 2001**, the name of said corporation was changed to

BACKCHANNELMEDIA, INC.

I also certify that so far as appears of record here, said corporation still has legal existence.

FILED
02 MAR -6 PM 2:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



In testimony of which,

I have hereunto affixed the

Great Seal of the Commonwealth

on the date first above written.

William Francis Galvin

Secretary of the Commonwealth

* MGL Chapter 156B Section 83A provides that certain consolidations and mergers may be filed with the division within thirty days after the effective date of the merger or consolidation.

