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FILED
2002 JUL 17 PM 2:31
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032
REFERENCE : 658925 4320946
AUTHORIZATION : *Patricia Pizito*
COST LIMIT : \$ 70.00

ORDER DATE : July 11, 2002

ORDER TIME : 11:22 AM

ORDER NO. : 658925-005

500006470375--9

CUSTOMER NO: 4320946

CUSTOMER: Ms. Shawn Parish
Venable, Baetjer, howard &
1201 New York Avenue N.w.
Suite 1000
Washington, DC 20005

FOREIGN FILINGS

NAME: MEDIAVISION, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar -- EXT# 1124

EXAMINER: _____

RECEIVED
02 JUL 17 PM 1:00
DIVISION OF CORPORATION


J. BRYAN JUL 17 2002

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned, Parkash Mirchandani, do hereby certify that this Resolution of the Board of Directors of MediaVision, Inc., a corporation duly organized and existing under the laws of the State of New Jersey, was duly adopted on July 8, 2002.

Be it resolved, that MediaVision, Inc., organized and existing in the state of New Jersey, hereby adopts the name MediaVision Sales, Inc. for use in Florida.

Dated: July 8, 2002


Signature of either Chairman, Vice Chairman or any officer
Parkash Mirchandani, President

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TALLAHASSEE, FLORIDA

Make checks payable to Florida Department of State and mail to:
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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. MediaVision, 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. New Jersey

(State or country under the law of which it is incorporated)

3. 22-3555036

(FEI number, if applicable)

4. 11/12/97

(Date of incorporation)

5. perpetual

(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. 4 Lucille Drive, Parsippany, NJ 07054

(Principal office address)

4 Lucille Drive, Parsippany, NJ 07054

(Current mailing address)

8. marketing and sale of products and services

(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

(City)

, Florida 32301

(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

Dolores Burton, asst VP

(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.

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

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Parkash MirchandaniAddress: 4 Lucille DriveParsippany, NJ 07054Director: Diskha MirchandaniAddress: 4 Lucille DriveParsippany, NJ 07054

B. OFFICERS

President: Parkash MirchandaniAddress: 4 Lucille DriveParsippany, NJ 07054

Vice President: _____

Address: _____

Secretary: Parkash MirchandaniAddress: 4 Lucille Drive, Parsippany, NJ 07054Treasurer: Parkash MirchandaniAddress: 4 Lucille Drive, Parsippany, NJ 07054

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

13. Parkash Mirchandani
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)14. Parkash Mirchandani, President
(Typed or printed name and capacity of person signing application)FILED
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TALLAHASSEE, FLORIDA

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

MEDIAVISION, INC.

*I, the Treasurer of the State of New Jersey,
do hereby certify that the above-named
New Jersey Domestic Profit Corporation was
registered by this office on November 12, 1997.*

*As of the date of this certificate, said business
continues as an active business in good standing
in the State of New Jersey, and its Annual Reports
are current.*

*I further certify that the registered agent and
registered office are:*

Corporation Trust Company
820 Bear Tavern Road
Trenton, NJ 08628

IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
12th day of July, 2002



A handwritten signature in cursive script, reading "John E. McCormac".

John E McCormac, CPA
State Treasurer

2002 JUL 12
DIVISION OF CORPORATE AFFAIRS
TALLAHASSEE, FL