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March 24, 2003

VIA FEDERAL EXPRESS

OUR FILE NO. 2501880-1

Florida Department of State
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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TALLAHASSEE, FLORIDA

Re: **Telestream, Inc.**

Ladies and Gentlemen:

On behalf of Telestream, Inc., a Delaware corporation (the Company") enclosed are the following documents:


1. An original and one copy of an Application by Foreign Corporation for Authorization to Transact Business in Florida (the "Application") including a separate attached list of directors;
2. A certificate of status issued by the Delaware Secretary of State on March 20, 2003 behalf of the Company; and
3. Check number 532992 issued by Gray Cary payable to the Florida Department of State in the amount of \$78.75 to cover the filing fee and certified copy fee.

Please return a certified copy of the Application in the enclosed, self-addressed, stamped envelope.

If you have any questions please contact the undersigned.

Very truly yours,

Gray Cary Ware & Freidenrich LLP



Susan M. Pepper
Corporate and Securities Paralegal
spepper@graycary.com

SMP:smp
Enclosures

Daniel W. Castles – Telestream, Inc. (via regular mail w/ encls.)
Gilles S. Attia, Esq. (w/o encls.)

SILICON VALLEY SAN DIEGO SAN FRANCISCO AUSTIN SEATTLE SACRAMENTO LA JOLLA WASHINGTON, DC

Gray Cary\SA\8041939.1
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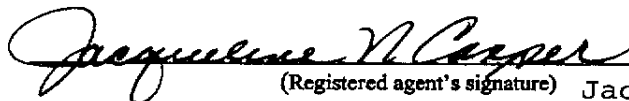
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*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. Telestream, 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. 68-0404579
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. February 3, 1998 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. February 2003
(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. 848 Gold Flat Road, Suite 1, Nevada City, California 95959
(Principal office address)
848 Gold Flat Road, Suite 1, Nevada City, California 95959
(Current mailing address)
8. Broadcast electronics and software
(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 Hayes Street
Tallahassee, Florida 32301
(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.



(Registered agent's signature)

Jacqueline N. Casper

Assistant Vice President

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: Daniel W. Castles

Address: 848 Gold Flat Road, Suite 1, Nevada City, California 95959

Vice Chairman: N/A

Address:

Director: Please see attached list of directors

Address:

Director:

Address:

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TALLAHASSEE, FLORIDA

B. OFFICERS

President: Daniel W. Castles

Address: 848 Gold Flat Road, Suite 1, Nevada City, California 95959

Vice President: David Heppe

Address: 848 Gold Flat Road, Suite 1, Nevada City, California 95959

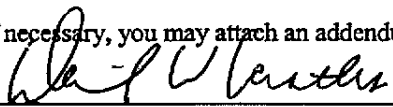
Secretary: Gilles S. Attia, Esq.

Address: c/o Gray Cary, 400 Capitol Mall, Suite 2400, Sacramento, California

Treasurer: N/A

Address:

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. Daniel W. Castles, President
(Typed or printed name and capacity of person signing application)

**ATTACHMENT TO
APPLICATION BY FOREIGN CORPORATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

Telestream, Inc. Board of Directors:

Director : Daniel W. Castles
Address: 848 Gold Flat Road, Suite 1
Nevada City, California 95959

Director : Rex Ferbrache
Address: 848 Gold Flat Road, Suite 1
Nevada City, California 95959

Director : Les Berthy
Address: 848 Gold Flat Road, Suite 1
Nevada City, California 95959

Director : Ralph Shaw
Address: 848 Gold Flat Road, Suite 1
Nevada City, California 95959

Director : Richard Friedland
Address: 848 Gold Flat Road, Suite 1
Nevada City, California 95959

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TALLAHASSEE, FLORIDA

Delaware

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The First State

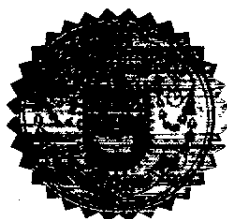
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TELESTREAM, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTIETH DAY OF MARCH, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "TELESTREAM, INC." WAS INCORPORATED ON THE THIRD DAY OF FEBRUARY, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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

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DELAWARE



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2321138

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DATE: 03-20-03