

F03000001941

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

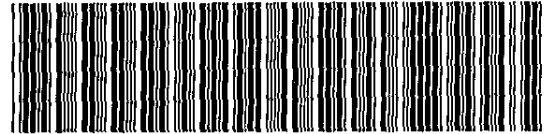
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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STATE
TALLAHASSEE, FLORIDA

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CT CORPORATION SYSTEM

April 17, 2003

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Order #: 5831105 SO
Customer Reference 1:
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

MediaSpan Group, Inc. (DE)
Qualification
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Brigham Weir
Fulfillment Specialist
Brigham_Weir@cch-lis.com

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

**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.*

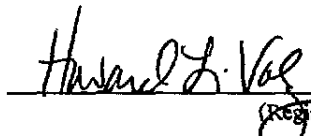
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Mediaspan Group, 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. 56-2256332
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 04/20/2001 5. Perpetual
(Date of incorporation) (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. 1005 Slater Road, Suite 300, Durham, NC 27703
(Principal office address)
Same To engage in any lawful act or activity for
(Current mailing address)

8. which corporations may be organized under the General Corporation Law of Delaware.
(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: CT Corporation System
Office Address: 1200 South Pine Island Road
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.


Howard L. Volz
(Registered agent's signature)
Howard L. Volz
Asst. Secretary

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: David Lloyd, Director
Address: 1005 Slater Road, Suite 300
Durham, NC 27703

Vice Chairman: Norvell Miller, Director
Address: 1005 Slater Road, Suite 300
Durham, NC 27703

Director: Tom Unterman
Address: 1005 Slater Road, Suite 300
Durham, NC 27703

Director: Briggs Kilborne Steve Vetter
Address: 1005 Slater Road, Suite 300 1005 Slater Road, Suite 300
Durham, NC 27703 Durham, NC 27703

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B. OFFICERS

President: Frank Campagnoni
Address: 1005 Slater Road, Suite 300
Durham, NC 27703

Vice President:
Address:

Secretary: William H. (Bud) Owen
Address: 1005 Slater Road, Suite 300, Durham, NC 27703

Treasurer:
Address:

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

13. William H. (Bud) Owen
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. William H. (Bud) Owen, SECRETARY
(Typed or printed name and capacity of person signing application)

Delaware

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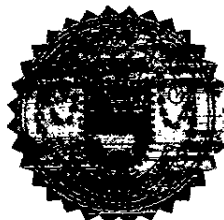
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MEDIASPAN GROUP, 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 APRIL, A.D. 2003.

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.

FILED
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SECRETARY OF STATE
HALLMARK BLDG. FLORIDA



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2365263

DATE: 04-14-03