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A1A CORPORATE SERVICES

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p. 1

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From:

Account Name : A 1 A CORPORATE SERVICES, INC.
Account Number : I20010000247
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Fax Number : (305) 675-2811

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TALLAHASSEE, FLORIDA

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FOREIGN PROFIT QUALIFICATION

ASSIMILATE, INC.

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P.6

Department of State 8/18/2004 9:00 PAGE 1/1 RightFAX



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

August 18, 2004

ALA CORPORATE SERVICES, INC.

SUBJECT: ASSIMILATE, INC.
REF: W04000031402

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name of your corporation is not available in Florida. An out-of-state corporation whose name is not available must adopt an alternate corporate name for use in Florida. The alternate corporate name must contain "Incorporated," "Company," "Corporation," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp." Please enter the alternate corporate name in the space provided in number one of the application.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

Unfortunately, the enclosed certified copy does not meet our filing requirements. We require a certificate of existence, which usually consists of a single sheet of paper and clearly reflects the entity is a valid entity in its home state/country. You can obtain the certificate of existence from the same office that provided you with the certified copy.

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) 245-6820.

Tammi Cline
Document Specialist

FAX Attn. #: H04000168371
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DIVISION OF CORPORATION

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FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

**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. ASSIMILATE, INC.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

ASSIMILATE OF SOUTH FLORIDA, INC.

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. DELAWARE

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

3. 20-1272529

(FEI number, if applicable)

4. 06/21/2004

(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. 7124 Abbott Ave Miami Beach, FL 33141-3049

(Principal office address)

7124 Abbott Ave Miami Beach, FL 33141-3049

(Current mailing address)

8. THE DEVELOPMENT, MARKETING, SALE AND SUPPORT OF SOFTWARE FOR THE DIGITAL IMMEDIATE PROCESS OF FILM PRODUCTION.

(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: **AIA REGISTERED AGENT INC.**

Office Address: **92 SADBERRY ROAD**

QUINCY


(City)

, Florida **32351**

(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)

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:

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A. DIRECTORS **SEE ATTACHED**

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____
_____**B. OFFICERS** **SEE ATTACHED**

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13.  _____

(Signature of Director or Officer listed in number 12 of the application)

14. JOHN W. WILHOITE - SECRETARY _____

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

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FULL NAMES AND ADDRESSES OF DIRECTORS AND OFFICERS

James W. Meadlock, Chairman
16787 Perdido Key Drive E704
Pensacola, Florida 32507

Jeffrey H. Edson, CEO and Director
20210 La Paloma Ave.
Saratoga, California 95070

Gerk F. J. Huisma, VP / Chief Technical Officer and Director
Jellengweg 69
9801 CJ Zuidhorn
The Netherlands

Ignacio Mazzini, VP Sales and Director
1360 Stillwater Dr.
Miami Beach, Florida 33141

Aggie L. Frizzell, VP Corporate Communications
10959 East Villa Monte Dr.
Mukilteo, Washington 98275

The office of Chief Financial Officer is vacant.

John W. Wilhoite, Secretary / Treasurer and Director
7707 Foxfire Dr.
Huntsville, Alabama 35802

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TALLAHASSEE, FLORIDA

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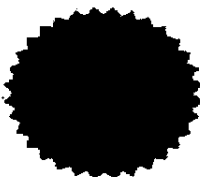
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ASSIMILATE, 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 TENTH DAY OF AUGUST, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ASSIMILATE, INC." WAS INCORPORATED ON THE TWENTY-FIRST DAY OF JUNE, A.D. 2004.



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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3285738

DATE: 08-10-04