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2005 APR -6 P 2:16

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)



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2005 APR -6 P 2:16

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

April 6, 2005

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

Re: Foreign Corporation Authorization

Dear Registrar:

This form along with the original Certificate of Good Standing was sent to you yesterday via Federal Express. I mistakenly forgot to include a check, which is attached with this letter. Please process the original application that contains the original Certificate from Delaware.

Thank you,

Paul Berger  
CEO  
M Networks, Inc.

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDA

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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. M. Networks, Inc.

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

(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.

20-0913777

(FEI number, if applicable)

4. 3-16-2005

(Date of incorporation)

5.

Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6.

(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 23257 U.S. Highway 441, Suite 206

(Principal office address)

Boca Raton, FL 33428

(Current mailing address)

8. Any lawful activity that<sup>a</sup> corporation can engage in under Florida law.

(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 NOT acceptable)

Name: Paul Berger

Office Address: 23257 U.S. Highway 441, Suite 206

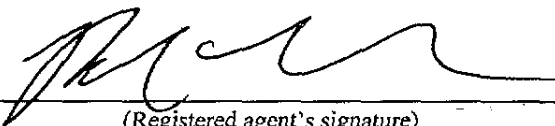
Boca Raton, Florida 33428

(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)

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**

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: Paul Berger

Address: c/o M. Networks, Inc., 23257 U.S. Highway 441, Suite 206  
Boca Raton, FL 33428

Director: David Stern

Address: c/o M. Networks, Inc., 23257 U.S. Highway 441, Suite 206  
Boca Raton, FL 33428

**B. OFFICERS**

President: David Stern

Address: c/o M. Networks, Inc., 23257 U.S. Highway 441, Suite 206  
Boca Raton, FL 33428

Chief Executive Officer: Paul Berger

Address: c/o M. Networks, Inc., 23257 U.S. Highway 441, Suite 206  
Boca Raton, FL 33428

Secretary: Paul Berger

Address: c/o M. Networks, Inc., 23257 U.S. Highway 441, Suite 206  
Boca Raton, FL 33428

Treasurer: Paul Berger

Address: c/o M. Networks, Inc., 23257 U.S. Highway 441, Suite 206  
Boca Raton, FL 33428

**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. Paul Berger, Chief Executive Officer  
(Typed or printed name and capacity of person signing application)

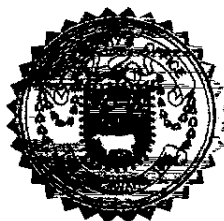
# Delaware

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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "M NETWORKS, 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 FOURTH DAY OF APRIL, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

3939242 8300

AUTHENTICATION: 3787561

050271116

DATE: 04-04-05