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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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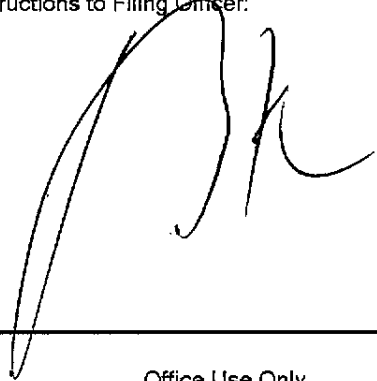
MAIL

(Business Entity Name)

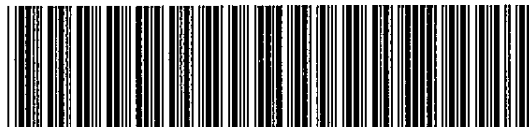
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**CORPORATE
ACCESS,
INC.**

236 East 6th Avenue Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) (850) 222-2666 or (800) 969-1666 Fax (850) 222-1666

WALK IN

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4/27/05 *Klinda*

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SECRETARY OF STATE

☒ CERTIFIED COPY

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1.) *Channel Shift, Inc.*
(CORPORATE NAME & DOCUMENT #)

2.)
(CORPORATE NAME & DOCUMENT #)

3.)
(CORPORATE NAME & DOCUMENT #)

4.)
(CORPORATE NAME & DOCUMENT #)

5.)
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

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. ChannelShift, 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 3. 20-2681601
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. April 12, 2005 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. 3816 W. Linebaugh Avenue, Suite 210, Tampa, Florida 33618-8900
(Principal office address)
3816 W. Linebaugh Avenue, Suite 210, Tampa, Florida 33618-8900
(Current mailing address)

8. Provide on-demand software for automotive vertical
(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: NRAI Services, Inc.

Office Address: 2731 EXECUTIVE PARK DRIVE, SUITE 5
WESTON, Florida 33311
(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.

Ed Hand - Asst. Secretary
(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:

A. DIRECTORS

Chairman: Marvin Scaff

Address: ChannelShift, Inc., 3816 W. Linebaugh Avenue, Suite 210, Tampa, Florida 33618-8900

Vice Chairman: N/A

Address: _____

Director: Greg Neal

Address: ChannelShift, Inc., 3816 W. Linebaugh Avenue, Suite 210, Tampa, Florida 33618-8900

Director: Michele Rahal

Address: ChannelShift, Inc., 3816 W. Linebaugh Avenue, Suite 210, Tampa, Florida 33618-8900

B. OFFICERS

President: Michele Rahal

Address: ChannelShift, Inc., 3816 W. Linebaugh Avenue, Suite 210, Tampa, Florida 33618-8900

Vice President: N/A

Address: _____

Secretary: Rose Garretson

Address: ChannelShift, Inc., 3816 W. Linebaugh Avenue, Suite 210, Tampa, Florida 33618-8900

Treasurer: N/A

Address: _____

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

13. Marvin Scaff
(Signature of Director or Officer listed in number 12 of the application)

14. Marvin Scaff, Chairman of the Board of Directors
(Typed or printed name and capacity of person signing application)

Delaware

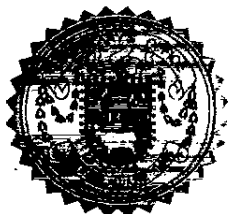
PAGE 1

The First State

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CHANNELSHIFT, INC." WAS INCORPORATED ON THE TWELFTH 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

AUTHENTICATION: 3815710

3954088 8300

050307267

DATE: 04-15-05