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FOREIGN PROFIT QUALIFICATION
CEEBRAID-SIGNAL MANAGEMENT CORPORATION

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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. **CEEBRAID-SIGNAL MANAGEMENT CORPORATION**

(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. **"applied for"**

(PEI number, if applicable)

4. **July 12, 2005**

(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. **250 S. Australian Avenue, Suite 1003, West Palm Beach, FL 33401**

(Principal office address)

250 S. Australian Avenue, Suite 1003, West Palm Beach, FL 33401

(Current mailing address)

8. **To engage in any lawful act or activity for which corporations may be organized under the 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 or Mail Drop Box **NOT** acceptable)

Name: **Corporation Service Company**

Office Address: **1201 Hays Street**

Tallahassee

(City)

, Florida **32301**

(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.

Deborah D. Skipper
(Registered agent's signature)

Deborah D. Skipper
Asst. V. Pres.

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: Adam SchlesingerAddress: 250 S. Australian Avenue, Suite 1003West Palm Beach, FL 33401Director: Jason SchlesingerAddress: 250 S. Australian Avenue, Suite 1003West Palm Beach, FL 33401**B. OFFICERS**President: Adam SchlesingerAddress: 250 S. Australian Avenue, Suite 1003West Palm Beach, FL 33401Vice President: Jason SchlesingerAddress: 250 S. Australian Avenue, Suite 1003West Palm Beach, FL 33401

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. Adam Schlesinger, President

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

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Delaware

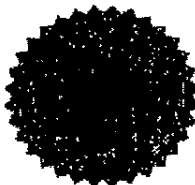
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CEEBRAID-SIGNAL MANAGEMENT CORPORATION" 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 TWENTY-FIRST DAY OF JULY, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CEEBRAID-SIGNAL MANAGEMENT CORPORATION" WAS INCORPORATED ON THE TWELFTH DAY OF JULY, A.D. 2005.

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



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050601301

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4035788

DATE: 07-21-05