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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

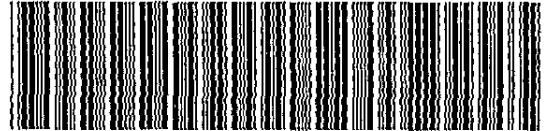
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TALLAHASSEE, FLORIDA

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[Signature]

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: PROSODIE INTERACTIVE, INC.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

VIDA MOMKUS JASAITIS, ESQ.

(Name of Person)

PROSODIE INTERACTIVE, INC.

(Firm/Company)

855 SW 78 AVE, SUITE 100

(Address)

PLANTATION, FL 33324

(City/State and Zip code)

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TALLAHASSEE FLORIDA

For further information concerning this matter, please call:

Vida Momkus Jasaitis

(Name of Person)

at (954) 446-8843

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

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

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- ☐ \$70.00 Filing Fee ☒ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☐ \$87.50 Filing Fee, Certificate of Status & Certified Copy

**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. PROSODIE MANAGEMENT, 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. 23-3067774
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 1/25/01 5. "PERPETUAL"
(Date of incorporation) (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. 855 SW 78 AVE., SUITE 100, PLANTATION, FL 33324
(Principal office address)

same
(Current mailing address)

8. to engage in any lawful act or activity for which corporations may be organized
(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: Vida Momkus Jasaitis, Esq.

Office Address: 855 SW 78 Ave., Suite 100

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.



(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:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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A. DIRECTORS

Chairman: Nicolas Dourassoff

Address: Prosodie Interactive, Inc., 855 SW 78 Ave., Suite 100, Plantation, FL 33324

Director

~~Vice Chairman~~ Gerard Satre

Address: Prosodie Interactive, Inc., 855 SW 78 Ave., Suite 100, Plantation, FL 33324

Director: Nicolas Dourassoff

Address: Prosodie Interactive, Inc., 855 SW 78 Ave., Suite 100, Plantation, FL 33324

Director: Andre St. Mieux Director: Pierre Lombardy

Address: Prosodie, S.A., 150 rue Gallieni, 92100 Boulogne-Billancourt FRANCE (same for both)

B. OFFICERS

President: Nicolas Dourassoff, CEO

Address: Prosodie Interactive, Inc., 855 SW 78 Ave., Suite 100, Plantation, FL 33324

Vice President: _____

Address: _____

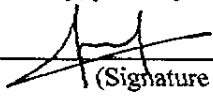
Secretary: Yves Quintin, Esq.

Address: Duane Morris LLP, 1 Liberty Plaza, Philadelphia, PA 19103

Treasurer: Gerard Satre, CFO

Address: Prosodie Interactive, Inc., 855 SW 78 Ave., Suite 100, Plantation, FL 33324

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

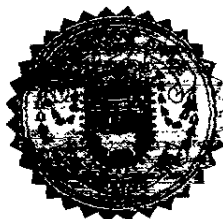
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Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PROSODIE MANAGEMENT, 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 TWENTY-NINTH DAY OF JULY, A.D. 2005.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3347808 8300

AUTHENTICATION: 4056056

050614417

DATE: 07-29-05