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DIVISION OF CORPORATIONS

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FILED SECRETARY OF STATE DIVISION OF CORPORATIONS

06 JAN 19 PM 4: 46

ACCOUNT NO. : 07210000032					
REFERENCE : 754035 7459624					
AUTHORIZATION: Spellice na					
COST LIMIT : \$ 70.00					
ORDER DATE : December 13, 2005					
ORDER TIME: 10:39 AM					
ORDER NO. : 754035-025					
CUSTOMER NO: 7459624					
FOREIGN FILINGS					
NAME: IN-STORE OPPORTUNITIES, INC.					
XXXX QUALIFICATION (TYPE: CQ)					
PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:					
CERTIFIED COPY PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING					
CONTACT PERSON: Matthew Young EXT# 2962					
EXAMINER:					



FLORIDA DEPARTMENT OF STATE Division of Corporations

January 12, 2006

CSC

WALK-IN

SUBJECT: IN-STORE OPPORTUNITIES, INC.

Ref. Number: W06000001548

We have received your document for IN-STORE OPPORTUNITIES, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The certificate of existence must be issued within the last 90 days by the Secretary of State which has custody of the records in the jurisdiction under the laws of which the above listed entity is incorporated/organized.

If you have any questions concerning the filing of your document, please call (850) 245-6879.

Ruby Dunlap Regulatory Specialist

Letter Number: 806A00002635

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January 13, 2006

CSC

2ND RD/RV

WALK-IN

RESUBMIT

SUBJECT: IN-STORE OPPORTUNITIES, INC.

Ref. Number: W06000001548

We have received your document for IN-STORE OPPORTUNITIES, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

The examiner use the wrong code. We need the original COS not a copy. We will use your original receive date as your file date.,

If you have any questions concerning the filing of your document, please call (850) 245-6923.

RoseAnn Varnadore Senior Section Administrator

Letter Number: 806A00002635

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.

In-Store Opportunities, Inc.		
(Enter name of corporation; must include "INCORPORA" "Inc.," "Co.," "Corp," "Inc," "Co," or "Corp.")	TED	" "COMPANY," "CORPORATION," adopted for the purpose of transacting business in Florida)
(If name unavailable in Florida, enter alternate corporate i	name	adopted for the purpose of transacting business in Florida)
Connecticut	3.	06-1102907
(State or country under the law of which it is incorporated)	(FEI number, if applicable)
December 14, 1983	5.	Perpetual
(Date of incorporation)	_	(Duration: Year corp. will cease to exist or "perpetual")
Upon Qualification	_	
(Date first transacted busin (SEE SECTIONS 607.1501 & 6		
	Ave	nue
(SEE SECTIONS 607.1501 & 6 c/o Tania King, Esq., Suite 300, 19100 Von Karman Irvine, CA 92612	Ave	ress)
(SEE SECTIONS 607.1501 & 6 c/o Tania King, Esq., Suite 300, 19100 Von Karman Irvine, CA 92612 (Principal office	Ave: e add 2612	ress)
(SEE SECTIONS 607.1501 & 6 c/o Tania King, Esq., Suite 300, 19100 Von Karman Irvine, CA 92612 (Principal office Suite 300, 19100 Von Karman Avenue, Irvine, CA 92 (Current mailing See Attached Rider 1	Ave add 2612 g add	ress)
(SEE SECTIONS 607.1501 & 6 c/o Tania King, Esq., Suite 300, 19100 Von Karman Irvine, CA 92612 (Principal office Suite 300, 19100 Von Karman Avenue, Irvine, CA 92 (Current mailing	Ave add 2612 g add	ress)
(SEE SECTIONS 607.1501 & 6 c/o Tania King, Esq., Suite 300, 19100 Von Karman Irvine, CA 92612 (Principal office Suite 300, 19100 Von Karman Avenue, Irvine, CA 92 (Current mailing See Attached Rider 1	Average add	ress) Dountry to be carried out in state of Florida)
(SEE SECTIONS 607.1501 & 6 c/o Tania King, Esq., Suite 300, 19100 Von Karman Irvine, CA 92812 (Principal office Suite 300, 19100 Von Karman Avenue, Irvine, CA 93 (Current mailing See Attached Rider 1 (Purpose(s) of corporation authorized in home state	Average add	ress) Dountry to be carried out in state of Florida)
(SEE SECTIONS 607.1501 & 6 c/o Tania King, Esq., Suite 300, 19100 Von Karman Irvine, CA 92612 (Principal office Suite 300, 19100 Von Karman Avenue, Irvine, CA 92 (Current mailing See Attached Rider 1 (Purpose(s) of corporation authorized in home state Name and street address of Florida registered agent:	Average add	ress) Dountry to be carried out in state of Florida)
(SEE SECTIONS 607.1501 & 6 c/o Tania King, Esq., Suite 300, 19100 Von Karman Irvine, CA 92612 (Principal office Suite 300, 19100 Von Karman Avenue, Irvine, CA 92 (Current mailing See Attached Rider 1 (Purpose(s) of corporation authorized in home state Name and street address of Florida registered agent: Name: Corporation Service Company	Average add	ress) Dountry to be carried out in state of Florida)

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.

Corporation Service Company	10.	
By: Dellar D	Skipper	Dehorah D. Skinner
(Registered agent's	Asst. V. Pres.	
Analatant Man Denaidant		

Assistant Vice President

- 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: See attached officers/directors rider Address: __ Vice Chairman: __ Address: ___ Address: ___ Address: __ B. OFFICERS President: See attached officers/directors rider Address: ___ Vice President: Address: _ Address: _ Treasurer: Address: ___ NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors. (Signature of Director or Officer listed in number 12 of the application) 14. Lisa Shattuck, Secretary

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

OFFICERS/DIRECTORS RIDER

FL-Application by Foreign Corporation for Authorization

In-Store Opportunities, Inc.

List of Officers

Name: Leonard Rosinski Title: President Bus. Addr.: 362 Industrial Park Road, #5, Middletown, CT 06457

Name: Michael Sunderland Title: Vice President

Bus. Addr.: 5908 Breckenridge Parkway, Tampa, FL 33610

Name: Lisa Shatttuck Title: Secretary Treasurer

Bus. Addr.: 362 Industrial Park Road #5, Middletown, CT 06457

List of Directors

Name: Sonny King Term: Bus. Addr.: 19100 Von Karman Ave #600, Irvine, CA 92612

Name: Michael Sunderland Term: Bus. Addr.: 5908 Breckenridge Parkway, Tampa, FL 33610

Name: Michael O'Keefe Term: Bus. Addr.: 535 East Crescent Avenue, Ramsey, NJ 07446

Name: Leonard Rosinski Term: Bus. Addr.: 362 Industrial Park Road, #5, Middletown, CT 06457

Name: Lisa Shattuck Term: Bus. Addr.: 362 Industrial Park Road #5, Middletown, CT 06457

RIDER 1

FL-Application by Foreign Corporation for Authorization

In-Store Opportunities, Inc.

To provide consumer promotion services for food manufacturers and the retail supermarket industry including point of purchase events which combine advertising, merchandising and display. To engage in any act or activity for which corporations may be organized.

Office of the Secretary of the State of Connecticut

I, the Connecticut Secretary of the State, and keeper of the seal thereof, DO HEREBY CERTIFY, that

SUPERBIN U.S.A., INC.

a STOCK corporation under the Connecticut General Statutes was filed in this office on December 14, 1983. The following comprises a list of amendments changing its name as filed in this office as of the date of this certificate:

AMENDMENTS CHANGING THE NAME TO

IN-STORE OPPORTUNITIES, INC.

Rev. 2/94

File Date: October 30, 1995

File Time:

08:30 AM

Insofar as the records of this office reveal, the corporation is in existence.

Secretary of the State

Date Issued: January 17, 2006

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