

Division of Corporations

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FOREIGN PROFIT/NONPROFIT CORPORATION

DIALOGUEDIRECT, INC.

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CT CORPORATION SYSTM

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PAGE 001/001 Florida Dept of State



March 7, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

C T CORPORATION SYSTEM

SUBJECT: DIALOGUEDIRECT, INC.
REF: W06000011013

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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. DIALOGUEDIRECT, 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. 01-0772071
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. December 20, 2002 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Not yet transacting business in Florida

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

7. 455 Broadway, 2nd Floor, New York, NY 10013

(Principal office address)

455 Broadway, 2nd Floor, New York, NY 10013

(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: CT Corporation System

Office Address: 1200 South Pine Island Road

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.

CT Corporation System

By: Lauren H. Kretz

LAUREN H. KRETZ

(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. DIRECTORSChairman: Not Applicable

Address: _____

Vice Chairman: Not Applicable

Address: _____

Director: Andreas LeimerAddress: 455 Broadway, 2nd FloorNew York, NY 10013Director: Robert BuchhausAddress: 455 Broadway, 2nd FloorNew York, NY 10013**B. OFFICERS**President: Owen WatkinsAddress: 455 Broadway, 2nd FloorNew York, NY 10013Vice President: Petra Schweininger-TaylorAddress: 455 Broadway, 2nd FloorNew York, NY 10013Secretary: Petra Schweininger-TaylorAddress: 455 Broadway, 2nd Floor, New York, NY 10013Treasurer: Robert BuchhausAddress: 455 Broadway, 2nd Floor, New York, NY 10013

Continued on attachment

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. _____

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

**ATTACHMENT TO APPLICATION BY FOREIGN CORPORATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA****DIALOGUEDIRECT, INC.**

Item 12.B. Names and addresses of officers (continued).

<u>Title</u>	<u>Name</u>	<u>Address</u>
Secretary	Michael Barley	455 Broadway, 2nd Floor New York, NY 10013
Assistant Secretary	Jacqueline P. Scheib	Robinson & Cole LLP 280 Trumbull Street Hartford, CT 06103

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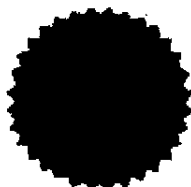
Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DIALOGUEDIRECT, 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 SIXTH DAY OF MARCH, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4568049

DATE: 03-06-06