

To: FL Dept of State
Subject: 00073.53680

From: Katie Bronsch

Thursday, June 15, 2006 4:05 PM Page: 1 of 5

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Florida Department of State
Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOREIGN PROFIT/NONPROFIT CORPORATION

WYNDCREST DD HOLDINGS, INC.

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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. Wyndcrest DD Holdings, 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

(State or country under the law of which it is incorporated)

3. _____

(PEI number, if applicable)

4. 04/21/06

(Date of incorporation)

5. perpetual

(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. 150 U.S. Highway One, Suite 502, Jupiter, FL 33477

(Principal office address)

150 U.S. Highway One, Suite 502, Jupiter, FL 33477

(Current mailing address)

8. To engage in any lawful act or activity

(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 Dr., Ste 4

Weston, Florida 33331

(City)

(Zip code)

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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)

Louie Tamantini, 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.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Co-Chairman: John C. Textor

Address: 150 U.S. Highway One, Suite 502, Jupiter, FL 33477

Co-Vice Chairman: Michael Bay

Address: 150 U.S. Highway One, Suite 502, Jupiter, FL 33477

Director: Carl Stork

Address: 150 U.S. Highway One, Suite 502, Jupiter, FL 33477

Director: _____

Address: _____

B. OFFICERS

President & CEO: Carl Stork

Address: 150 U.S. Highway One, Suite 502, Jupiter, FL 33477

Co-Chairman Vice President: Michael Bay

Address: 150 U.S. Highway One, Suite 502, Jupiter, FL 33477

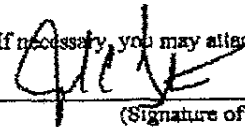
Secretary: Jonathan Teaford

Address: 150 U.S. Highway One, Suite 502, Jupiter, FL 33477

Treasurer: Jonathan Teaford

Address: 150 U.S. Highway One, Suite 502, Jupiter, FL 33477

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. John C. Textor, Co-Chairman
(Typed or printed name and capacity of person signing application)

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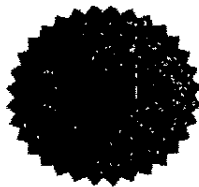
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WYNDCREST DD HOLDINGS, 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 NINTH DAY OF MAY, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "WYNDCREST DD HOLDINGS, INC." WAS INCORPORATED ON THE TWENTY-FIRST DAY OF APRIL, A.D. 2006.

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4729698

DATE: 05-09-06

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