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To:

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Fax Number : (850) 205-0381

From:

Account Name : EDWARDS & ANGELL
Account Number : 075410001517
Phone : (561) 833-7700
Fax Number : (561) 655-8719

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOREIGN PROFIT/NONPROFIT CORPORATION

DATABANQ, INC.

Certificate of Status	0
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EDWARDS ANGELL PALMER & DODGE LLP

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VIA FAX 850-245-6804

August 17, 2006

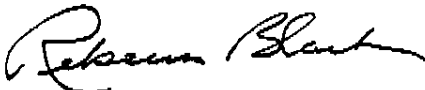
Division of Corporations
Attn: Diane Cushing, Document Specialist Supervisor
Clifton Building
2661 Executive Center Circle
Tallahassee FL 32301

Dear Ms. Cushing:

In response to your letter dated August 15, 2006 and per our telephone conversation on August 11, 2006, the purpose of this letter is to let you know that during my conversation with Kathy Ryan, Administrative Assistant to Linda B. Charity, Director, Office of Financial Regulation, August 7, 2006, I was told by Kathy that we definitely could not use the name DataBanq, Inc., the name under which the company is incorporated in the State of Delaware. Ms. Ryan stated that we must submit a Corporate Name Approval Request to use a proposed name that would be definitive enough to differentiate our client's business to be conducted from that of a bank. We submitted the proposed name of DataBanq Internet Media Services, Inc., which was approved by the Office of Financial Regulation on August 8, 2006. We included that name in Section 1 of our application by Foreign Corporation for Authorization to Transact Business in Florida, filed with the State and qualified as of August 4, 2006.

Please let us know if you need anything further.

Sincerely,



Rebecca Fortuna Black, CLAS
Corporate Paralegal

cc: Andrew S. Billig, Esquire



OFFICE OF FINANCIAL REGULATION

DON B. SAXON
COMMISSIONER

**FINANCIAL SERVICES
COMMISSION**

JEB BUSH
GOVERNOR

TOM GALLAGHER
CHIEF FINANCIAL OFFICER

CHARLIE CRIST
ATTORNEY GENERAL

August 8, 2006

Ms. Becky Black
Paralegal
Edwards Angell Palmer & Dodge, LLP
350 E. Las Olas Boulevard, Suite 1150
Ft. Lauderdale, Florida 33301

Dear Ms. Black:

Re: DataBanq Internet Media Services, Inc.

Thank you for your recent letter/fax requesting approval for use of the above-referenced name.

It is the opinion of this Office that the above-referenced corporate name is definitive enough to differentiate the business being conducted from that of a commercial bank or trust company. Therefore, the Office does not object to your use of the above-referenced name being registered to conduct business in the state of Florida.

Sincerely,

A handwritten signature in black ink that reads "Linda B. Charity".

Linda B. Charity
Director

LBC:ker

cc: Karon Beyer, Chief, Bureau of Commercial Recordings, Division of Corporations,
Department of State

**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.

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TALLAHASSEE FLORIDA

1. DataBang, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
INC., "CO.," or "CORP.")

DataBang Internet Media Services, Inc.

(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. 20-5314231

(FEI number, if applicable)

4. August 3, 2006

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon filing.

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 6409 Wellington Drive, Orlando, Florida 32819

(Principal office address)

6409 Wellington Drive, Orlando, Florida 32819

(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: Angell Corporate Services, Inc.

Office Address: One North Clematis Street, Suite 400

West Palm Beach Florida 33401

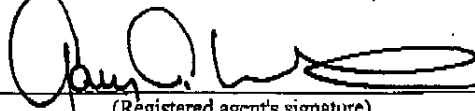
(City)

(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.

ANGELL CORPORATE SERVICES, INC.



(Registered agent's signature)

Gary A. Woodfield 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

Director: David Bayer

Address: 6409 Wellington Drive, Orlando, Florida 32819

Director: Kamuti Kiteme

Address: 6409 Wellington Drive, Orlando, Florida 32819

Director: James H. Boyle

Address: 12565 Research Parkway, Suite 300, Orlando, Florida 32836

Director: Michael Barach

Address: 430 Main Street-Suite 1, Williamstown, Massachusetts 01267

Director: Peter Stone

Address: 625 Avenue of the Americas, New York, New York 10011

B. OFFICERS

President and Treasurer: David Bayer

Address: 6409 Wellington Drive, Orlando, Florida 32819

Vice President: Kamuti Kiteme

Address: 6409 Wellington Drive, Orlando, Florida 32819

Secretary: Kamuti Kiteme

Address: 6409 Wellington Drive, Orlando, Florida 32819

Assistant Treasurer and Assistant Secretary

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. David Bayer, President

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

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TALLAHASSEE, FLORIDA

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Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DATABANQ, 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 TENTH DAY OF AUGUST, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "DATABANQ, INC." WAS INCORPORATED ON THE THIRD DAY OF AUGUST, A.D. 2006.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 4965550

DATE: 08-10-06

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