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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

[Handwritten signature]
11/17/06

Lance J.M. Steinhart, P.C.

Attorney At Law
1720 Windward Concourse
Suite 250
Alpharetta, Georgia 30005

Also Admitted in New York
and Maryland

Telephone: (770) 232-9200
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December 26, 2006

VIA FEDERAL EXPRESS

Qualification/Tax Lien Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301
(850) 245-6051

Re: Certificate of Authority for Talkspan Inc.

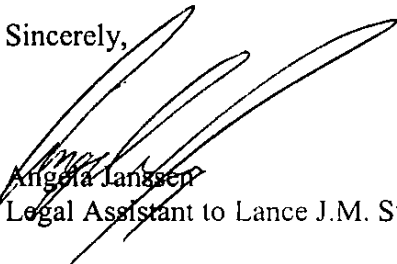
Dear Sir/Madam:

In connection with the above-referenced matter, enclosed please find the following documents:

1. Two originals of the Application for Certificate of Authority of a Foreign Corporation;
2. One Certificate of Good Standing issued by the State of New York; and
3. A check in the amount of \$70.00 payable to the Florida Department of State in payment of the filing fee and the issuance of the Certificate of Authority.

When the application is accepted for filing, please forward in the overnight package enclosed.

Sincerely,



Angela Janssen
Legal Assistant to Lance J.M. Steinhart

Enclosures

cc: John Liebermann (w/enc)

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: **Talkspan 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:

Angela Janssen

(Name of Person)

Lance J.M. Steinhart, P.C.

(Firm/Company)

1720 Windward Concourse

Suite 250

(Address)

Alpharetta

GA

30005

(City/State/Zip)

Should you need to call someone concerning this matter, please call:

Angela Janssen

(Name of Person)

at (**770**) **232-9200**

(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**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. Talkspan Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. New York 3. 20-4832971
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. July 28, 2003 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 573 18th Street, Brooklyn, New York 11218

(Current mailing address)

8. Provide Telecommunication Services
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box, **NOT** acceptable)

Name: TCS Corporate Services, Inc.

Office Address: 515 East Park Avenue

Tallahassee, Florida, 32301

(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)

Ernest Ellis, VP

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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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: **See Attached** _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: **See Attached** _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. John Lieberman
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. **John Liebermann** **President**
(Typed or printed name and capacity of person signing application)

LIST OF OFFICERS & DIRECTORS OF
Talkspan Inc.

Officers

John Liebermann

President

Directors

John Liebermann

**All the above referenced Officers & Directors can be reached at:
573 18th Street, Brooklyn, New York 11218**

**State of New York
Department of State } ss:**

I hereby certify, that the Certificate of Incorporation of TALKSPAN INC. was filed on 07/28/2003, with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is an existing corporation.

The Biennial Statement is past due.

I further certify, that no other documents have been filed by such Corporation.



*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 21st day of December
two thousand and six.*

Daniel Shapiro
Special Deputy Secretary of State