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Florida Department of State
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To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : TRIAD PROFESSIONAL SERVICES, LLC
Account Number : I20020000094
Phone : (770)777-2091
Fax Number : (770)220-1943

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2007 AUG 24 PM 1:00
SEC. OF STATE
TALLAHASSEE, FLORIDA

FOREIGN PROFIT/NONPROFIT CORPORATION

JUMPTV USA HOLDCO, INC.

Certificate of Status	1
Certified Copy	1
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Estimated Charge	\$87.50

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T. Burch AUG 29 2007

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: JUMPTV USA HOLDCO, 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:

TIMOTHY VARGAS

(Name of Person)

JUMPTV USA HOLDCO, INC.

(Firm/Company)

601 CODISCO WAY

(Address)

SANFORD, FL 32771

(City/State and Zip code)

For further information concerning this matter, please call:

TIMOTHY VARGAS

(Name of Person)

at (407) 936-0854

(Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANACT BUSINESS IN THE STATE OF FLORIDA.

1. JUMPTV USA HOLDCO, INC.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "In.," "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. 26-0767069

(FEI number, if applicable)

4. 8/8/2007

(Date of incorporation)

5. PERPETUAL

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

6. 9/1/2007

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

7. 601 CODISCO WAY, SANFORD, FL 32771

(Principal office address)

601 CODISCO WAY, SANFORD, FL 32771

(Current mailing address)

8. INTERNET E-COMMERCE

(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

(City)

Florida 33331

(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.

[Handwritten signature of registered agent]
(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.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2007 AUG 24 PM 1:00

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

A. DIRECTORS

Chairman: G SCOTT PATERSON

Address: 463 KING STREET WEST, 3RD FLOOR
TORONTO, ON M5V 1K4

Vice Chairman: _____

Address: _____

Director: NADA USINA

Address: 601 CODISCO WAY
SANFORD, FL 32771

Director: KALEIL ISAZA TUZMAN

Address: 463 KING STREET WEST, 3RD FLOOR
TORONTO, ON M5V 1K4

B. OFFICERS

President: NADA USINA

Address: 601 CODISCO WAY
SANFORD, FL 32771

Vice President: _____

Address: _____

Secretary: G SCOTT PATERSON

Address: 463 KING STREET WEST, 3RD FLOOR, TORONTO, ON M5V 1K4

Treasurer: JASON REID

Address: 463 KING STREET WEST, 3RD FLOOR, TORONTO, ON M5V 1K4

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. _____

JASON B. REID, TREASURER & CFO
(Typed or printed name and capacity of person signing application)

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ADDITIONAL OFFICERS:

NAME: KALEIL ISAZA TUZMAN

ADDRESS: 463 KING STREET WEST, 3RD FLOOR, TORONTO, ON M5V 1K4

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SHERIFF OF STATE
TALLAHASSEE, FLORIDA

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "JUMPTV USA HOLDCO, 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 TWENTY-FIRST DAY OF AUGUST, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "JUMPTV USA HOLDCO, INC." WAS INCORPORATED ON THE EIGHTH DAY OF AUGUST, A.D. 2007.

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2007 AUG 24 PM 1:00

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Harriet Smith Windsor
 Harriet Smith Windsor, Secretary of State
 AUTHENTICATION: 5941165

DATE: 08-21-07