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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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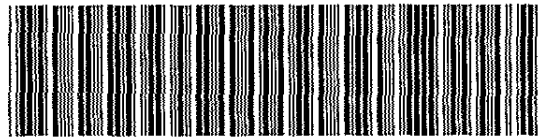
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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TALLAHASSEE, FLORIDA

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: HENLEY MEDIA 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:

(Name of Person)

HOWARD SHAW

(Firm/Company)

HENLEY MEDIA INC

(Address)

C/O METRO 1 PROPERTIES, 120 NE 27TH STREET
(City/State and Zip code) MIAMI FL 33137 BAY 200

For further information concerning this matter, please call:

HOWARD SHAW at (917) 478 1143
(Name of Person) (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

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. HENLEY MEDIA INC
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Ltd.," "Co.," or "Corp.")
- (If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)
2. _____ 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. Delaware 5. 98-0551306
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 9.20.07 PERPETUAL
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)
7. _____
(Principal office address)
AS BELOW
(Current mailing address)
8. HENLEY MEDIA INC
C/O METRO 1 PROPERTIES
120 NE 27th STREET, BOX 200, MIAMI FL 33137
(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: Business Filings Incorporated
Office Address: 1203 Governors Square Blvd, Ste. 10
Tallahassee, Florida 32301-2960
(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.

Mary Jo Spalinger, Asst. Sec. For Business Filings
(Registered agent's signature) Incorporated

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:

A. DIRECTORS

Chairman: NIGEL JEREMY BARKLEM

Address: BADDEMORE END, LAMBRIDGE LANE, HENLEY ON THAMES
OXON RG9 4NR, ENGLAND, UK

Vice Chairman: Nick Henry

Address: 12 The Gables, Old Town, London, SW4 0JX
England, UK

Director: Howard Shaw

Address: 1 Main Street, Apt 5D, Brooklyn
NY 11201

Director: _____

Address: _____

B. OFFICERS

President: Howard Shaw

Address: 1 Main Street, Apt 5D, Brooklyn
NY 11201

Vice President: _____

Address: _____

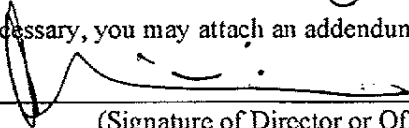
Secretary: Thomas Alfred Backer

Address: La Michele, Les Hubits, St Martins, Guernsey. GY4 6NB
British Isles

Treasurer: Jack Harry Mizer

Address: 13 Cavendish Road, Kilburn, London
NW6 7XT, England, UK

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. Howard Shaw (President, Director)
(Typed or printed name and capacity of person signing application)

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HENLEY MEDIA 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 TWENTIETH DAY OF SEPTEMBER, A.D. 2007.

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

4421983 8300

071035394



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6016743

DATE: 09-20-07