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FOREIGN PROFIT/NONPROFIT CORPORATION**Protocol Services Acquisition Corp.**

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 8, 20

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April 7, 2008

FLORIDA DEPARTMENT OF STATE
Division of Corporations

C T CORPORATION SYSTEM

SUBJECT: PROTOCOL SERVICES ACQUISITION CORP.
REF: W08000017631

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FAX Aud. #: H08000086310
Letter Number: 908AD0020269

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. Protocol Services Acquisition Corp.

(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. 26-1849133

(FEI number, if applicable)

4. 01/23/2008

(Date of incorporation)

5. perpetual

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

6. upon filing

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

7. 2805 Fruitville Road, Sarasota, Florida 34237

(Principal office address)

(Current mailing address)

8. Integrated direct solutions and customer support services.

(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: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation

(City)

, Florida 33324

(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.

Connie Bryan

(Registered agent's signature)

CONNIE BRYAN
SPECIAL ASSISTANT

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

A DIRECTORS

Chairman: John Boldue

Address: 1001 Brickell Bay Dr. 27th Fl. Miami, FL 33131

Vice Chairman _____

Address _____

Director: John Bolduc

Address: 1001 Brickell Bay Dr. 27th FL, Miami, FL 33131

Director: Javier Castillo

Address 1001 Brickell Bay Dr. 27th FL. Miami, FL 33131

B. OFFICERS

President: and CEO Don Norworthy

Address: 2805 Fruitville Rd. Sarasota, FL 34237

Vice President: Javier Castillo

Address: 1001 Brickell Bay Dr, 27th FL, Miami, FL 33131

Secretary: Javier Caudillo

Address: 1001 Brickell Bay Dr. 27th Fl. Miami, FL 33131

Treasurer: George Cardoza

Address 2606 Fruitville Rd, Sarasota, FL 34237

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. Don Norworthy, President

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

**ATTACHMENT TO STATE OF FLORIDA
APPLICATION FOR CERTIFICATE OF AUTHORITY
FOR
PROTOCOL SERVICES ACQUISITION CORP.**

Additional list of officers.

Name

Officers

Address

John Bolduc

Chairman of the Board

**1001 Brickell Bay Drive, 27th Floor
Miami, FL 33131**

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PROTOCOL SERVICES ACQUISITION CORP." 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 THIRD DAY OF APRIL, A.D. 2008.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PROTOCOL SERVICES ACQUISITION CORP." WAS INCORPORATED ON THE TWENTY-THIRD DAY OF JANUARY, A.D. 2008.



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080390878

You may verify this certificate online
at corp.delaware.gov/authver.shtml

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6498389

DATE: 04-03-08