

F08000002459

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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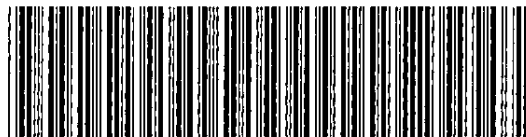
(Business Entity Name)

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RECEIVED
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

08 JUN -2 AM10:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

B. McKnight JUN 03 2008



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 585629 7648451

AUTHORIZATION :

[Handwritten Signature]

COST LIMIT : \$ 70.00

ORDER DATE : May 27, 2008

ORDER TIME : 10:24 AM

ORDER NO. : 585629-045

CUSTOMER NO: 7648451

FOREIGN FILINGS

NAME: INTELLIMAT, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Troy Todd -- EXT# 2940

EXAMINER: _____

**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. IntelliMat, Inc.
(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. Virginia 3. 77-0665540
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. October 24, 2006 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

Neil Leftwich, Suite 330, 3959 Electric Road
7. Roanoke, VA 24018
(Principal office address)

(Current mailing address)

Digital media solutions To engage in any act or activity for which corporations may be organized.

8. _____
(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301
(City) (Zip code)

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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.

Corporation Service Company

By: _____

(Registered agent's signature)

**Troy Todd
as its agent**

Carol Dolor, Assistant 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.

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

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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B. OFFICERS

President: See attached officers/directors rider

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. _____

(Signature of Director or Officer listed in number 12 of the application)

14. J. O'Neil Leftwich, Vice President

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

IntelliMat, Inc.
 3959 Electric Rd. Suite 330
 Roanoke, VA 24018
 Tax id: 77-0665540

IntelliMat is a media solutions company using patented electronic digital displays.
 IntelliMat is organized in the Commonwealth of Virginia.
 IntelliMat operates under the name IntelliMat and Levelvision.
 IntelliMat operates on a calendar basis.

Officers:

Title	Name	Street Address	City	State	Zip
President and CEO	James B. Currie	3959 Electric Rd Suite 330	Roanoke	VA	24018
SVP and Secretary	Thomas A. Douglas	3959 Electric Rd Suite 330	Roanoke	VA	24018
SVP Ad Sales and Strategy	Stephen Roberts	Third Security 735 Market St 3rd Fl	San Francisco	CA	94103
SVP Business Development	Scott Templeton	227 Nichols Branch	Clearfield	KY	40313
Vice President and Treasurer	J O'Neil Leftwich	3959 Electric Rd Suite 330	Roanoke	VA	24018
Vice President	David Strickland	3959 Electric Rd Suite 330	Roanoke	VA	24018

Directors

Title	Name	Street Address	City	State	Zip
Chair	James B. Currie	3959 Electric Rd Suite 330	Roanoke	VA	24018
Board Member	James Smith	4423 Pheasant Ridge Rd	Roanoke	VA	24014
Board Member	Julian Kirk	1881 Grove Ave	Radford	VA	24141
Board Member	Tad Fisher	1881 Grove Ave	Radford	VA	24141
Board Member	Doit Koppler	1881 Grove Ave	Radford	VA	24141
Board Member	Tom McCandlish	1111 E. Main St 15th Floor	Richmond	VA	23219

CAPITALIZATION

Class	Authorized	Issued	Par Value
Class A Common	75,400,805	26,349,483	No par value
Series A Preferred	44,100,000	23,709,192	No par value
Class B Common	208,482	208,482	No par value
Class B-1 Common	1,592,652	1,592,652	No par value

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 TALLAHASSEE, FLORIDA

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

IntelliMat, Inc. is a corporation existing under and by virtue of the laws of Virginia, and is in good standing.

The date of incorporation is October 24, 2006.

Nothing more is hereby certified.

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AND
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TALLAHASSEE FLORIDA

*Signed and Sealed at Richmond on this Date:
May 28, 2008*



Joel H. Peck
Joel H. Peck, Clerk of the Commission