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HARRIS CRAMER LLP

Attorneys At Law

HC

1555' Palm Beach Lakes Boulevard, Suite 310 West Palm Beach, FL 33401-2327

> Tel: 561.478.7077 Fax: 561.659.0701

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Daryl B. Cramer, Esq. (561) 659-7005 dcramer@harriscramer.com

January 20, 2009

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

VIA FEDEX

Re: Options Acquisition Sub, Inc.

Dear Sir or Madam:

Enclosed please find the following documents to register Options Acquisition Sub, Inc. to transact business in Florida:

- 1. Original executed Certificate of Existence With Status in Good Standing from the State of Delaware;
- 2. Cover Letter:
- 3. Application by Foreign Corporation for Authorization to Transact Business in Florida; and
- 4. Our firm's check made payable to the Florida Department of State in the amount of \$78.75 to cover the filing fee and a Certificate of Status.

If you have any questions or concerns, please do not hesitate to contact me or my legal assistant, Dorothy F. Markowski.

Very tauly yours,

Daryl B. Cramer

Enclosures

cc: Mr. Scott Frohman (via email w/out enclosures)

Ms. Marnie Goldberg (via email w/out enclosures)

HARRIS CRAMER LLP

Attorneys At Law

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Daryl B. Cramer, Esq. (561) 659-7005 dcramer@harriscramer.com

January 26, 2009

Ms. Becky McKnight Regulatory Specialist II New Filing Section Florida Department of State

Re:

Options Acquisition Sub, Inc. Reference No.: W09000003344

Letter No.: 809A00002340

Dear Ms. McKnight:

As you discussed with my legal assistant this morning, the Application by Foreign Corporation for Authorization to Transact Business in Florida for Options Acquisition Sub, Inc. with an EIN number of 26-1688773 is for the same company that filed an Application for the Registration of a Foreign Corporate Name filed on February 22, 2008 with a document number of E08000000017. If you have any questions or concerns, please do not hesitate to contact me. Otherwise, we will assume that the application to transact business will be filed.

Very thuly yours

Daryl B. Cramer

DBC/dfm

Enclosures

09 JAN 26 PM 2: 18

COVER LETTER

TO: New Filing Section Division of Corporations	
SUBJECT: Options Acquisition Sub,	Inc.
	ation - must include suffix)
Dear Sir or Madam:	
The enclosed "Application by Foreign Corporation to "Certificate of Existence," and check are submitted transact business in Florida.	for Authorization to Transact Business in Florida," to register the above referenced foreign corporation to
Please return all correspondence concerning this ma	tter to the following:
Daryl B. Cramer, Esq.	
(Name	e of Person)
Harris Cramer LLP	
(Firm/	(Company)
1555 Palm Beach Lakes Blvd, Ste.	310
West Palm Beach, FL 33401	ddress)
(City/Sia	te and Zip code)
For further information concerning this matter, pleas	se call:
Daryl B. Cramer, Esq. at (56	1 , 478-7077
· · · · · · · · · · · · · · · · · · ·	ea 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 & \$87.50 Filing Fee, Certified Copy Certificate of Status & Certified Copy



FLORIDA DEPARTMENT OF STATE Division of Corporations

January 22, 2009

DARYL B CRAMER ESQ 1555 PALM BEACH LAKES BLVD STE 310 WEST PALM BEACH, FL 33401

SUBJECT: OPTIONS ACQUISITION SUB, INC.

Ref. Number: W09000003344

We have received your document for OPTIONS ACQUISITION SUB, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of your corporation is not available in Florida. An out-of-state corporation whose name is not available must adopt an alternate corporate name for use in Florida. The alternate corporate name must contain "Incorporated," "Company, "Corporation," "Inc.," "Co.," "Corp," "Inc," "Co," or "Corp." Please enter the alternate corporate name in the space provided in number one of the application.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6931.

Letter Number: 809A00002340

Becky McKnight
Regulatory Specialist II
New Filing Section

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

Corp," "Inc," "Co," or "Corp,")	o," "COMPANY," "CORPORATION,"	
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s Media Group, 123 NW 13t	h Street, Suite 300, Boca F	Raton, FL 33432
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et address of Florida registered agent: (P.C	D. Box NOT acceptable)	LL 6
Harris Cramer LLP		SEGMETAR NLLAHASS
1555 Palm Beach Lakes B	lvd., Ste. 310	("F" ++4" 1
West Palm Beach	Florida 33401	PH 2: 18 OF STATE
(City)	(Zip code)	ORIE ORIE
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ed as registered agent and to accept servi application, I hereby accept the appoint omply with the provisions of all statutes re with and accept the obligations of my pos Harris Cramer LLP By: Daryl Cramer & Associates	nent as registered agent and agree to a elative to the proper and complete perj sition as registered agent.	ct in this capacity. I
	y under the law of which it is incorporated) 77 6 of incorporation) 2008: (Date first transacted business (SEE SECTIONS 607.1501 & 607.1501	winder the law of which it is incorporated) (FEI number, if applicable of the law of which it is incorporated) (FEI number, if applicable of the law of which it is incorporated) (Date first transacted business in Florida, if prior to registration) (SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability) (Principal office address) (Principal office address) (SEE Media Group, 123 NW 13th Street, Suite 300, Boca For (Current mailing address) (Current mailing address) (Current mailing address) (Current mailing address) (Current ELP 1555 Palm Beach Lakes Blvd., Ste. 310 West Palm Beach (City) (Cit

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: Address: Vice Chairman: Address: __ Director: Scott Frohman Address: 123 NW 13th Street, Suite 300 Boca Raton, FL 33432 Director: Address: _ **B. OFFICERS** Chief Executive Scott Frohman Address: 123 NW 13th Street, Suite 300 Boca Raton, FL 33432 Secretary: Scott Frohman Address: 123 NW 13th Street, Suite 300, Boca Raton, FL 33432 Treasurer: Steven Stowell 123 NW 13th Street, Suite 300, Boca Raton, FL 33432 NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors. (Signature of Director or Officer listed in number 12 of the application)

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

14. Scott Frohman, Chief Executive Officer

Delaware

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "OPTIONS ACQUISITION SUB, 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 TWELFTH DAY OF JANUARY, A.D. 2009.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "OPTIONS ACQUISITION SUB, INC." WAS INCORPORATED ON THE TWELFTH DAY OF DECEMBER, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

8300

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

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 7076558

DATE: 01-12-09