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FOREIGN PROFIT/NONPROFIT CORPORATION

Webcapades Media, Inc.

Certificate of Status	0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**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. Webcapades Media, 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. Delaware 3. 98-0602670
(State or country under the law of which it is incorporated) (FBI number, if applicable)

4. November 19, 2008 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. 15550 Lightwave Drive, 3rd Floor, Clearwater, FL 33760
(Principal office address)
c/o OTO100 II Inc., 2300 Yonge Street, Suite 1710, Toronto, Ontario, Canada M4P 1E4
(Current mailing address)

8. Media 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, Florida 33324
(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.

CT Corporation System **Bernadette McNamara**
By: Bernadette McNamara **Assistant Secretary**
(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.

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

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Glenn Graff

Address: 2300 Yonge Street, Suite 1710, Toronto, Ontario, Canada M4P 1E4

Director: Jason Meretsky

Address: 2300 Yonge Street, Suite 1710, Toronto, Ontario, Canada M4P 1E4

B. OFFICERS

President: CEO, Glenn Graff

Address: 2300 Yonge Street, Suite 1710, Toronto, Ontario, Canada M4P 1E4

Vice President: Jason Meretsky

Address: 2300 Yonge Street, Suite 1710, Toronto, Ontario, Canada M4P 1E4

Secretary: Steven Bloom

Address: 2300 Yonge Street, Suite 1710, Toronto, Ontario, Canada M4P 1E4

Treasurer: CFO, Steven Bloom

Address: 2300 Yonge Street, Suite 1710, Toronto, Ontario, Canada M4P 1E4

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 Meretsky, Executive Vice President
(Typed or printed name and capacity of person signing application)

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Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WEBCAPADES 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 TWENTY-SEVENTH DAY OF FEBRUARY, A.D. 2009.

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

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

4624660 8300

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7160757

DATE: 02-27-09