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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

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SEP 18 A 8:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SEP 22 2009  
D.A. WHITE

**Thomson Tax & Accounting**

Corporate Software & Services

3100 Cumberland Boulevard

Suite 900

Atlanta, GA 30339

Tel (770) 956-7525 Fax (770) 956-0700

[salesandtransaction.thomson.com](http://salesandtransaction.thomson.com)



September 8, 2009

Florida Department of State

Division of Corporations

New Filing Section

P.O. Box 6327

Tallahassee, FL 32314

RE: Application by Foreign Corporation for Authorization to Transact Business in Florida  
Adspace Networks, Inc.

Dear Sir/Madam:

Enclosed please find an original copy of the Application by Foreign Corporation for Authorization to Transact Business in Florida and one copy. Also enclosed is a Check #13625 in the amount of \$4,670.00 to cover the filing fees.

Please return the filed and/or date stamped copy to my attention:

Stephanie Baird  
Thomson Reuters  
c/o TCS Corporate Services, Inc.  
3100 Cumberland Blvd, Suite 900  
Atlanta, GA 30339

If you have any questions or concern you may reach me at 770.956.7525 X1516. Thank you for your assistance in this matter.

Sincerely,

Stephanie Baird  
Corporate Services Supervisor

**FILED**

**COVER LETTER**

2609 SEP 18 A 8:08

**TO:** New Filing Section  
Division of Corporations

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**SUBJECT:** Adspace Networks, 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:

Stephanie Baird

(Name of Person)

TCS Corporate Services, Inc.

(Firm/Company)

3100 Cumberland Blvd, Suite 900

(Address)

Atlanta, GA 30339

(City/State and Zip code)

For further information concerning this matter, please call:

Stephanie Baird

(Name of Person)

at ( 770 ) 956.7525 x1516

(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

FILED

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.

SEP 18 A 8:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. **Adspace Networks, 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**

(State or country under the law of which it is incorporated)

3.

(FEI number, if applicable)

4. **1/11/2001**

(Date of incorporation)

5.

**Perpetual**

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

6. **6/7/2006**

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

7. **122 East 42nd Street, Suite 620, New York, NY 10168**

(Principal office address)

**122 East 42nd Street, Suite 620, New York, NY 10168**

(Current mailing address)

8. **to engage in any lawful act or activity for which a Florida corporation may.**

(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:

**TCS Corporate Services, Inc.**

Office Address:

**515 East Park Avenue**

**Tallahassee**

(City)

, Florida **32301**

(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.*



(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.

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

**FILED**

**A. DIRECTORS**

Chairman: Dominick Porco

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Address: 122 East 42nd Street, Suite 620, New York, NY 10168

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Vice Chairman: William Ketcham

Address: 122 East 42nd Street, Suite 620, New York, NY 10168

Director: ~~Peter Clarke~~

Address: 122 East 42nd Street, Suite 620, New York, NY 10168

Director: Peter Krieger

Address: 122 East 42nd Street, Suite 620, New York, NY 10168

**B. OFFICERS**

President: Dominick Porco

Address: 122 East 42nd Street, Suite 620, New York, NY 10168

Vice President: William Ketcham

Address: 122 East 42nd Street, Suite 620, New York, NY 10168

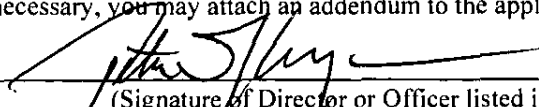
Secretary: Peter Kreiger

Address: 122 East 42nd Street, Suite 620, New York, NY 10168

Treasurer: Peter Clarke

Address: 122 East 42nd Street, Suite 620, New York, NY 10168

**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. Peter Krieger, Chief Financial Officer

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

**List of Officers & Directors**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Dominick Porco**  
**Chairman & President**  
122 East 42<sup>nd</sup> Street, Suite 620  
New York, NY 10168

**William Ketcham**  
**S.V.P. Marketing & Programming**  
122 East 42<sup>nd</sup> Street, Suite 620  
New York, NY 10168

~~**Peter Clarke**  
**Controller and Treasurer**  
122 East 42<sup>nd</sup> Street, Suite 620  
New York, NY 10168~~

**Peter Krieger**  
**Secretary & Chief Financial Officer**  
122 East 42<sup>nd</sup> Street, Suite 620  
New York, NY 10168

# Delaware

The First State

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ADSPACE NETWORKS, 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 ELEVENTH DAY OF SEPTEMBER, A.D. 2009.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ADSPACE NETWORKS, INC." WAS INCORPORATED ON THE ELEVENTH DAY OF JANUARY, A.D. 2001.

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.

3343081 8300

090847820

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
AUTHENTICATION: 7521346

DATE: 09-11-09