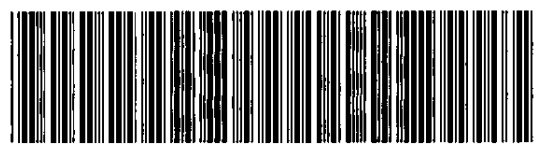


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06/02/10--01032--003 **87.50

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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COVER LETTER

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TALLAHASSEE, FLORIDA

TO: New Filing Section
Division of Corporations

SUBJECT: rVue Holdings, 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," or "Certificate of Good Standing" 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:

Steven Palasay, Controller

Name of Person

rVue Holdings, Inc.

Firm/Company

900 SE 3rd Ave., 3rd FL

Address

Ft. Lauderdale, FL 33316

City/State and Zip code

SPalasay@rvue.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Steven Palasay

Name of Person

at (954) 525-6464 x254

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**

*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. rVue Holdings, 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. Nevada 3. 94-3461079
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. November 12, 2008 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. May 13th, 2010
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 900 SE 3rd Ave., 3rd FL Ft. Lauderdale, FL 33316
(Principal office address)

900 SE 3rd Ave., 3rd FL Ft. Lauderdale, FL 33316
(Current mailing address)

8. IP-based addressable advertising exchange
(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)

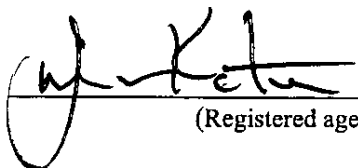
Name: Jason Kates

Office Address: 900 SE 3rd Ave., 3rd FL

Ft. Lauderdale, Florida 33316
(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.



(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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TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: Richard Sullivan

Address: 900 SE 3rd Ave., 3rd FL Ft. Lauderdale, FL 33316

Vice Chairman: _____

Address: _____

Director: Robert Chimbel

Address: 900 SE 3rd Ave., 3rd FL Ft. Lauderdale, FL 33316

Director: Jason Kates

Address: 900 SE 3rd Ave., 3rd FL Ft. Lauderdale, FL 33316

B. OFFICERS

President: Jason Kates

Address: 900 SE 3rd Ave., 3rd FL Ft. Lauderdale, FL 33316

Vice President: _____

Address: _____

Secretary: ~~Richard Sullivan~~ David Loppert

Address: 900 SE 3rd Ave., 3rd FL Ft. Lauderdale, FL 33316

Treasurer: David Loppert

Address: 900 SE 3rd Ave., 3rd FL Ft. Lauderdale, FL 33316

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Jason Kates
(Signature of Director or Officer listed in number 12 of the application)

14. Jason Kates
(Typed or printed name and capacity of person signing application)

SECRETARY OF STATE

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2010 JUN - 9 P 2:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDACERTIFICATE OF EXISTENCE
WITH STATUS IN GOOD STANDING

I, ROSS MILLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, non-profit corporations, corporation soles, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **RVUE HOLDINGS, INC.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since November 12, 2008, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on May 10, 2010.

A handwritten signature in black ink, appearing to read "Ross Miller".

ROSS MILLER
Secretary of State



Electronic Certificate
Certificate Number: C20100510-0212
You may verify this electronic certificate
online at <http://www.nvsos.gov/>