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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 617-6381

From: Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
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Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

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**FOREIGN PROFIT/NONPROFIT CORPORATION
PORTFOLIA MEDIA, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$78.75

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TALLAHASSEE, FLORIDA

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MRS 8/6/12

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Portfolio Media, 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:

Name of Person

Firm/Company

Address

City/State and Zip code

rene.simanton@reipmsf.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Name of Person

at: (_____) _____
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. Portfolio 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. New York (State or country under the law of which it is incorporated) 3. 84-1660943 (FEI number, if applicable)

4. 11/08/2004 (Date of incorporation) 5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. 05/29/2012 (Date first transacted business in Florida, if prior to registration) (SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 9443 Springboro Pike, Miamisburg, OH 45342 (Principal office address)

235 Washington Street, Suite 350, Newton, MA 02458 (Current mailing address)

8. provision of online news and information (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: C T 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.

C T Corporation System

By: Connie Bryan (Registered agent's signature)

Connie Bryan Assistant Secretary

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: SEE ATTACHMENT

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: SEE ATTACHMENT

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

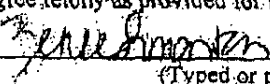
NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____

Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. _____



Renee Simonton, Vice President

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

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Director and Officers Report Portfolio Media, Inc.

Company Name:

1. Portfolio Media, Inc.

Appointments:

Name	Appointed as	Work address
Kenneth E. Fogarty	Director	2 Newton Place, Third Floor, 255 Washington Street, Newton MA 02458, United States
Julie A. Goldweitz	Director	125 Park Avenue, 23rd Floor, New York NY 10017, United States
Robert C. Romeo	Director	125 Park Avenue, 23rd Floor, New York NY 10017, United States
Kenneth R. Thompson, II	Director	9443 Springboro Pike, Miamisburg OH 45342, United States
Michael F. Walsh	Director	125 Park Avenue, 23rd Floor, New York NY 10017, United States
Robert C. Romeo	Chairman	125 Park Avenue, 23rd Floor, New York NY 10017, United States
Marius Meland	President	9443 Springboro Pike, Miamisburg OH 45342, United States
Marius Meland	Chief Executive Officer	9443 Springboro Pike, Miamisburg OH 45342, United States
Magnus Hogland	Chief Operating Officer	9443 Springboro Pike, Miamisburg OH 45342, United States
William M. Conway	Vice President	2 Newton Place, Third Floor, 255 Washington Street, Newton MA 02458, United States
Julie A. Goldweitz	Vice President	125 Park Avenue, 23rd Floor, New York NY 10017, United States
Scott W. Leibold	Vice President	125 Park Avenue, 23rd Floor, New York NY 10017, United States
Ian McDougall	Vice President	125 Park Avenue, 23rd Floor, New York NY 10017, United States
Renee Simonton	Vice President	1105 N. Market Street, Fifth Floor, Wilmington, DE 19801, United States
Kenneth R. Thompson, II	Vice President	9443 Springboro Pike, Miamisburg OH 45342, United States
Kenneth E. Fogarty	Vice President-Financial Services	2 Newton Place, Third Floor, 255 Washington Street, Newton MA 02458, United States
Rubi L. Iniguez	Vice President-Tax	2 Newton Place, Third Floor, 255 Washington Street, Newton MA 02458, United States
Ian McDougall	Secretary	125 Park Avenue, 23rd Floor, New York NY 10017, United States
Kenneth E. Fogarty	Treasurer	2 Newton Place, Third Floor, 255 Washington Street, Newton MA 02458, United States
William M. Conway	Assistant Secretary	2 Newton Place, Third Floor, 255 Washington Street, Newton MA 02458, United States
Julie A. Goldweitz	Assistant Secretary	125 Park Avenue, 23rd Floor, New York NY 10017, United States
Jaqueline	Assistant Secretary	1105 North Market Street, Suite 501, Wilmington, Delaware,

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Gregórski		19801, US.
Scott W. Leibold	Assistant Secretary	125 Park Avenue, 23rd Floor, New York NY 10017, United States
Renee Simonon	Assistant Secretary	1105 N. Market Street, Fifth Floor, Wilmington DE 19801, United States
Kenneth R. Thompson, II	Assistant Secretary	9443 Springboro Pike, Miamisburg OH 45342, United States
Peter F. Dąngiła	Assistant Treasurer	2 Newton Place, Third Floor, 255 Washington Street, Newton MA 02458, United States
Michele L. DeMarco	Assistant Treasurer	2 Newton Place, Third Floor, 255 Washington Street, Newton MA 02458, United States
Lynn M. Formica	Assistant Treasurer	2 Newton Place, Third Floor, 255 Washington Street, Newton MA 02458, United States
Rubi L. Iniguez	Assistant Treasurer	2 Newton Place, Third Floor, 255 Washington Street, Newton MA 02458, United States

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TALLAHASSEE, FLORIDA

**State of New York
Department of State** } ss:

I hereby certify, that the Certificate of Incorporation of PORTFOLIO MEDIA, INC. was filed on 11/08/2004, with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is an existing corporation.



*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 02nd day of August
two thousand and twelve.*

A handwritten signature in black ink, appearing to read "Daniel Shapiro".

Daniel Shapiro
First Deputy Secretary of State

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