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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Per 11/13/13 57629



September 6, 2013

VIA FEDERAL EXPRESS

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

Re: Application by Foreign Corporation for Authorization to Transact Business in
Florida for KIT digital – Americas, Inc.

Ladies and Gentlemen:

Enclosed please find the "Application by Foreign Corporation for Authorization to Transact Business in Florida" of KIT digital – Americas, Inc., a Delaware corporation (the "Company"), to be filed with the Florida Department of State, Division of Corporations. Also enclosed is a good standing certificate of the Company, dated August 14, 2013, from the Secretary of State of the State of Delaware. The Company has included a check for \$878.75, which represents (i) a \$78.75 filing fee and fee for a certified copy of the filing, (ii) \$300.00 in fees for the missed annual reports for years 2011 and 2012, and (iii) \$500.00 in penalties for conducting business in the State of Florida prior to filing an application for authorization to transact business in the State of Florida.

If you have any questions regarding this filing, please do not hesitate to contact me at (646) 553-4862 or at micah.nessan@piksel.com.

Sincerely,

Micah Nesson
Acting Assistant Corporate Counsel

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: KIT digital - Americas, 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:

Arturo Rodriguez

Name of Person

Piksel, Inc.

Firm/Company

26 W. 17th Street, 2nd Floor

Address

New York, New York 10011

City/State and Zip code

arturo.rodriguez@piksel.com

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

For further information concerning this matter, please call:

Arturo Rodriguez at (646) 553-4846

Name of Person

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. **KIT digital - Americas, 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. **January 15, 2010**

(Date of incorporation)

5. **Perpetual**

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

6. **April 11, 2011**

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

7. **1100 Circle 75 Pkwy, Suite 600, Atlanta, GA 30339**

(Principal office address)

114 Braelock Drive, Ocoee, Florida 34761

(Current mailing address)

8. To engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida

(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: **Ben Mathews**

Office Address: **114 Braelock Drive**

Ocoee, Florida **34761**

(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: K. Peter Heiland

Address: 26 W. 17th Street, 2nd Floor
New York, NY 10011

Vice Chairman: _____

Address: _____

Director: Fabrice Hamaide

Address: 26 W. 17th Street, 2nd Floor
New York, NY 10011

Director: Arturo Rodriguez

Address: 26 W. 17th Street, 2nd Floor
New York, NY 10011

B. OFFICERS

President: K. Peter Heiland

Address: 26 W. 17th Street, 2nd Floor
New York, NY 10011

Vice President: _____

Address: _____

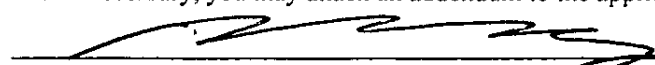
Secretary: Arturo Rodriguez

Address: 26 W. 17th Street, 2nd Floor, New York, NY 10011

Treasurer: Fabrice Hamaide

Address: 26 W. 17th Street, 2nd Floor, New York, NY 10011

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. Arturo Rodriguez, Director and Secretary of the Corporation

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

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TALLAHASSEE, FLORIDA

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "KIT DIGITAL - AMERICAS, 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 FOURTEENTH DAY OF AUGUST, A.D. 2013.


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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0666081

DATE: 08-14-13