

F14000002187

(Requestor's Name)

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(City/State/Zip/Phone #)

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(Business Entity Name)

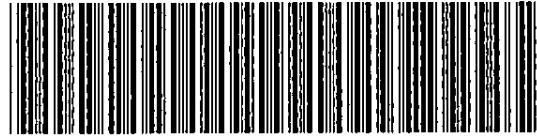
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PHONE: (800) 435-9371; FAX: (866) 860-8395

DATE: 05-19-14

NAME: SMARTDIGITAL HOLDINGS, INC.

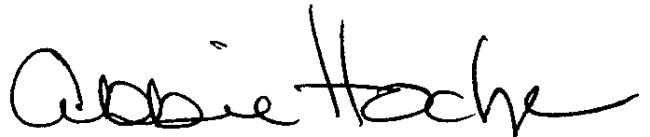
TYPE OF FILING: FOREIGN CORPORATION

COST: 78.75

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ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE



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. smartDIGITAL 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. Illinois 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 12/30/2010 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. _____
upon filing
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)
7. 200 S. Michigan Avenue, Ste. 1305 Chicago IL 60604
(Principal office address)
- 200 S. Michigan Avenue, Ste. 1305 Chicago IL 60604
(Current mailing address)
- developer and provider of interactive applications and connective advertising
8. _____
(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: National Corporate Research, Ltd., Inc.
- Office Address: 155 Office Plaza Drive
Tallahassee , Florida 32301
(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.

Anthony E. Frachay, VP of NCR
(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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STATE TALLAHASSEE
DIVISION OF CORPORATE AFFAIRS

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

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: George Burclaga

Address: 200 S. Michigan Avenue, Ste. 1305

Chicago IL 60604

Director: Louis Amoroso

Address: 200 S. Michigan Avenue, Ste. 1305

Chicago IL 60604

B. OFFICERS

President: George Burclaga

Address: 200 S. Michigan Avenue, Ste. 1305

Chicago IL 60604

Vice President: _____

Address: _____

Secretary: Louis Amoroso

Address: 200 S. Michigan Avenue, Ste. 1305 Chicago IL 60604

Treasurer: Louis Amoroso

Address: 200 S. Michigan Avenue, Ste. 1305

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

13. [Signature]

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. Louis Amoroso Secretary

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

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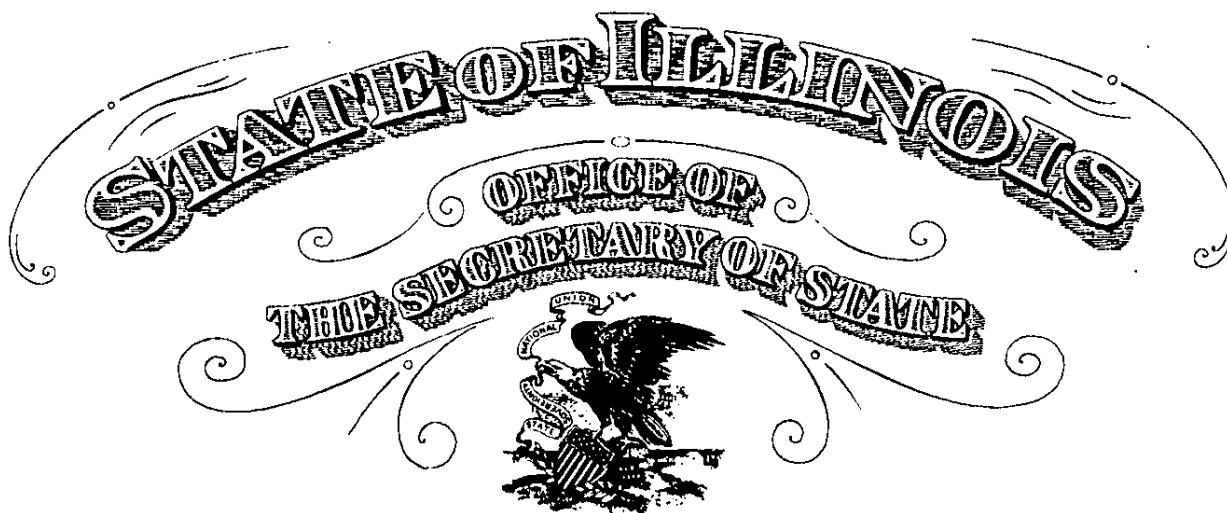
**Attachment to the
Application by Foreign Corporation for Authorization to Transact Business
For**

smartDIGITAL Holdings, Inc.

Item 12 – Directors (cont.)

Joe Dahir	200 S. Michigan Avenue, Ste. 1305 Chicago, IL 60604
Marc Cummins	200 S. Michigan Avenue, Ste. 1305 Chicago, IL 60604
Jeff Bernstein, Pref. Director	200 S. Michigan Avenue, Ste. 1305 Chicago, IL 60604
Richard Rosenstein, Pref. Director	200 S. Michigan Avenue, Ste. 1305 Chicago, IL 60604
Bill Apfelbaum, Series A/Common Director	200 S. Michigan Avenue, Ste. 1305 Chicago, IL 60604

File Number 6769-918-1



To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that

SMARTDIGITAL HOLDINGS, INC., A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE ON DECEMBER 30, 2010, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS.



In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this 19TH day of MAY A.D. 2014 .

Jesse White

Authentication #: 1413902310

Authenticate at: <http://www.cyberdriveillinois.com>

SECRETARY OF STATE