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PRESTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 153507 4804661

AUTHORIZATION : *Patricia Pyjot*

COST LIMIT : \$ 131.25

ORDER DATE : November 13, 1996

ORDER TIME : 9:39 AM

ORDER NO. : 153507-005

CUSTOMER NO: 4804661

600002007966--5

CUSTOMER: Rita Slager, Legal Assistant
Schwartz & Freeman Law Office
401 North Michigan Avenue
Suite 1900
Chicago, IL 60611-4206

FOREIGN FILINGS

NAME: NEOMEDIA TECHNOLOGIES, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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96 NOV 19 AM 11:01
DIVISION OF CORPORATION

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. NEONEDIA TECHNOLOGIES, INC.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware
(State or country under the law of which it is incorporated)
3. 36-3680347
(FEI number, if applicable)
4. July 29, 1996
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon filing of this application.
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 6054 Timberwood Circle, #240
Fort Meyers, Florida 33908
(Current mailing address)
8. The development and distribution of computer software, computers and equipment, and related service and training.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. **Name and street address of Florida registered agent:**
Name: Charles T. Jensen
Office Address: 6054 Timberwood Circle, #240
Fort Meyers, Florida, 33908
(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.

By: Charles T. Jensen
(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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12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Charles Fritz
Address: 6054 Timberwood Circle, #240
Fort Meyers, Florida 33908

Vice Chairman: William E. Fritz
Address: 6054 Timberwood Circle, #240
Fort Meyers, Florida 33908

Director: Charles T. Jensen
Address: 6054 Timberwood Circle, #240
Fort Meyers, Florida 33908

Director: Robert T. Dust
Address: 6054 Timberwood Circle, #240
Fort Meyers, Florida 33908

B. OFFICERS

President: Charles Fritz - CEO and COB
Address: 6054 Timberwood Circle, #240
Fort Meyers, Florida 33908

Vice President: Charles T. Jensen - CFO
Address: 6054 Timberwood Circle, #240
Fort Meyers, Florida 33908

Secretary: William E. Fritz
Address: 6054 Timberwood Circle, #240
Fort Meyers, Florida 33908

Treasurer: Charles T. Jensen
Address: 6054 Timberwood Circle, #240
Fort Meyers, Florida 33908

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** SEE ATTACHED FOR ADDITIONAL DIRECTORS AND OFFICERS

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

13. Charles T. Jensen
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14. Charles T. Jensen, Vice President
(Typed or printed name and capacity of person signing application)

ATTACHMENT TO APPLICATION BY FOREIGN CORPORATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
FOR
NEOMEDIA TECHNOLOGIES, INC.

Item 12.

A. DIRECTORS

A. Hayes Barclay
6054 Timberwood Circle, #240
Fort Meyers, Florida 33908

James J. Keil
6054 Timberwood Circle, #240
Fort Meyers, Florida 33908

Paul Reece
6054 Timberwood Circle, #240
Fort Meyers, Florida 33908

B. OFFICERS

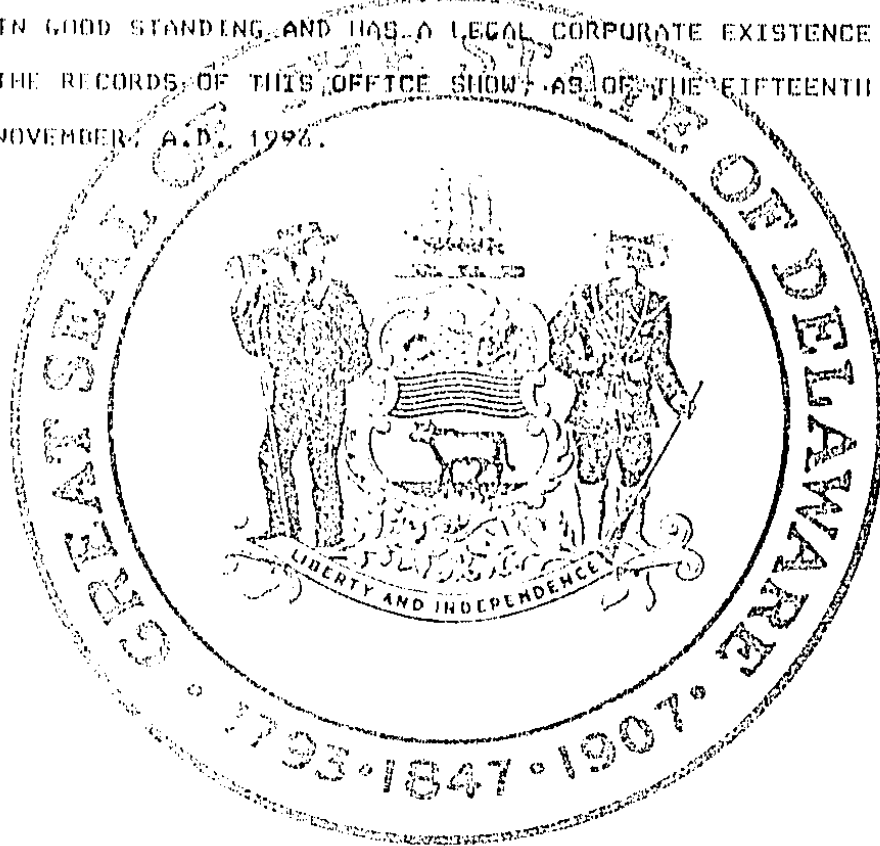
Robert T. Dust, Jr. - VICE PRESIDENT OF TECHNOLOGY &
BUSINESS DEVELOPMENT
6054 Timberwood Circle, #240
Fort Meyers, Florida 33908

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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NEOMEDIA TECHNOLOGIES, 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 FIFTEENTH DAY OF NOVEMBER, A.D. 1996.



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DIVISION OF CORPORATIONS
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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

8193936

DATE:

11-15-96