

F980000000822

Document Number Only

C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

600002427816--4  
-02/11/98--01073--004  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

American Digital Media, Inc

98 FEB 11 PM 1:16

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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2/11

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DIVISION OF CORPORATIONS

☒ Profit

☐ NonProfit

☐ Limited Liability Company

☒ Foreign

☐ Limited Partnership

☐ Reinstatement

☐ Limited Liability Partnership

☐ Certified Copy

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Thanks, Melanie ☺

CR2E031 (1-89)

**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. American Digital Media, 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. Maryland 3. Applied For  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 10/8/97 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. c/o Edwin Warfield, IV, 222 Clematis Street, Suite 200  
West Palm Beach, Florida 33401  
(Current mailing address)
8. To develop, market, operate computerized information and communication systems  
(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 or Mail Drop Box NOT acceptable)  
Name: CT Corporation System  
Office Address: 1200 South Pine Island Road  
Plantation, Florida, 33324  
(Zip code)

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**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.*

Connie Bryan

(Registered agent's signature)

**CONNIE BRYAN**

**SPECIAL 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.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

**A. DIRECTORS (Street address only - P.O. Box NOT acceptable)**

Chairman: Edwin Warfield, IV (Sole Director)

Address: 222 Clematis Street, Suite 200

West Palm Beach, Florida 33401

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

**B. OFFICERS (Street address only - P.O. Box NOT acceptable)**

President: Edwin Warfield, IV

Address: 222 Clematis Street, Suite 200

West Palm Beach, Florida 33401

Vice President: John Donofrio

Address: 222 Clematis Street, Suite 200

West Palm Beach, Florida 33401

Secretary: Edwin Warfield, IV

Address: 222 Clematis Street, Suite 200

West Palm Beach, Florida 33401

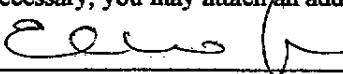
Treasurer: Thomas Mafettone

Address: 222 Clematis Street, Suite 200

West Palm Beach, Florida 33401

SEE ADDENDUM

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

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

14. Edwin Warfield, IV, President

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

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**ADDENDUM  
AMERICAN DIGITAL MEDIA, INC.  
Application For Authorization  
To Transact Business in Florida**

**Additional Officers:**

Robert B. Curran - Assistant Secretary  
7 St. Paul Street, Suite 1400  
Baltimore, MD 21202-1626

Thomas Maffettone - Chief Operating Officer  
222 Clematis Street, Suite 200  
West Palm Beach, FL 33401

Glenn Ferber - Chief Interactive Officer  
222 Clematis Street, Suite 200  
West Palm Beach, FL 33401

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# STATE OF MARYLAND

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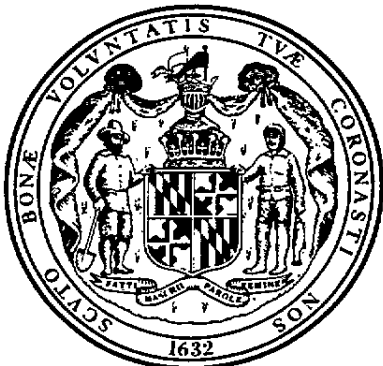
## STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

301 West Preston Street Baltimore, Maryland 21201

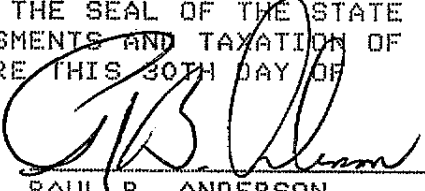
I, PAUL B. ANDERSON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT SAID DEPARTMENT, BY THE LAWS OF SAID STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATE CHARTERS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE; AND I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT AMERICAN DIGITAL MEDIA, INC. IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND SAID CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN THE STATE OF MARYLAND.

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IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE THIS 30TH DAY OF JANUARY, 1998.

  
PAUL B. ANDERSON  
CORPORATE ADMINISTRATOR