

Division of Corporations

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LLC AMND/RESTATE/CORRECT OR M/MG RESIGN
REALMEDIA LATIN AMERICA, LLC

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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
REALMEDIA LATIN AMERICA, LLC**

1. The Articles of Organization of REALMEDIA LATIN AMERICA, LLC, a limited liability company (the "Company") were filed on February 6, 2002, amended January 14, 2005, July 28, 2005, and September 10, 2007 and assigned document number L02000002874.

2. These Amended and Restated Articles of Organization are submitted to amend and restate the Articles of Organization of the Company in its entirety to read as follows:

**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
REALMEDIA LATIN AMERICA, LLC**

**ARTICLE I
NAME**

The name of the limited liability company is REALMEDIA LATIN AMERICA, LLC (the "Company").

**ARTICLE II
ADDRESS**

The mailing and street address of the principal office of the Company shall be 4612 N. Hiatus Road, Sunrise, Florida 33351.

**ARTICLE III
REGISTERED AGENT AND OFFICE**

The initial registered office of the Company shall be 4612 N. Hiatus Road, Sunrise, Florida 33351, and its initial registered agent at such office shall be Business Services & Support Network Corp.

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**ARTICLE IV
MANAGEMENT OF THE COMPANY**

The Company will be managed by one or more managers in accordance with and subject to the requirements of the Florida Revised Limited Liability Company Act, as amended from time to time (the "Act"), and the Operating Agreement of the Company. The name and street address of the sole manager of this Company is:

NameAddress

APPNEXUS INC.

28 West 23rd Street 4th Floor
New York, NY 10010

IN WITNESS WHEREOF, the undersigned Manager of the Company has executed these Articles of Organization on behalf of the Company in accordance with § 605.0201 of the Act.

Dated this 1st day of July, 2015.

APPNEXUS INC.
Manager

By: 

Name: Jonathan Hsu

Title: Chief Financial Officer

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[Signature Page to Amended and Restated Articles of Organization]

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**CERTIFICATE DESIGNATING REGISTERED OFFICE
AND
REGISTERED AGENT FOR THE SERVICE OF PROCESS
WITHIN FLORIDA**

In compliance with Chapter 605, Florida Statutes, as amended from time to time (the "Act"), the following is submitted:

REALMEDIA LATIN AMERICA, LLC, desiring to organize or qualify under the laws of the State of Florida as a limited liability company pursuant to the Act, hereby designates Business Services & Support Network Corp. as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 4612 N. Hiatus Road, Sunrise, Florida.

Dated this 1st day of July, 2015.

APPNEXUS INC.
Manager

By: 
Name: Jonathan Hsu
Title: Chief Financial Officer

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