

Document Number Only  
**W0000000**

**2089**

CT Corporation System  
660 East Jefferson Street  
Tallahassee, FL 32301  
850-222-1092

DATE: 10 / 6

100003417011  
-10/06/00--01081--005  
\*\*\*\*\*30.00 \*\*\*\*\*30.00

Corporation(s) Name 100003417011  
-10/06/00--01081--006  
\*\*\*\*\*125.00 \*\*\*\*\*125.00

Ad pepper mecher USA LLC

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Profit  Amendment  Merger  
 Nonprofit

Foreign  Dissolution  Mark  
 LLC  Withdrawal

Limited Partnership  UBR  Other  
 Reinstatement  Fititious Name  Ch  
 UCC  1 or  3

\*\*\*Special Instructions\*\*

Certified Copy  Photocopies  CUS  
 arts/ameds/mergers  Other-See Above

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

W00-2089  
QR

Please Return Filed Stamped  
Copies To:

Jeffrey Butterfield  
Thank You!

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. ad pepper media USA LLC  
(Name of foreign limited liability company)

2. Delaware 3. 86-0989308  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. April 14, 2000 5. Perpetual  
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. May 2000  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 2121 Ponce de Leon Blvd., Suite 620  
Coral Gables, FL 33134  
(Street address of principal office)

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8. If limited liability company is a manager-managed company, check here

9. The usual business addresses of the managing members or managers are as follows:

Ulrich Schmidt and Joachim Rabe, a.p. Net N.V., Leisteen 9, 2132 ME Hoofddorp, NETHERLANDS

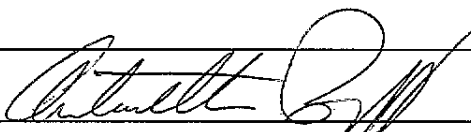
Charles Harrison and Merrill Dean, 14807 N. 73rd St., Suite 201, Scottsdale, AZ 85260

Glenn Klepchick, 4722 Dovecote Walk, Suwanee, GA 30024

Louis Pereira, 12 Wilson Road, Windham, NH 03087

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Interactive advertising and related activities.

  
Signature of a member or an authorized representative of a member.  
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)  
Antonella T. Popoff, Esq. (Ruttan & Popoff LLP), authorized agent  
Typed or printed name of signee

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

ad pepper media USA LLC

2. The name and the Florida street address of the registered agent and office are:

C T Corporation System

(Name)

c/o C T Corporation System, 1200 South Pine Island Road

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Plantation

FL 33324

City/State/Zip

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.*

C T Corporation System

Connie Bryan  
(Signature)

**CONNIE BRYAN**  
**SPECIAL ASSISTANT SECRETARY**

**\$ 100.00 Filing Fee for Application**  
**\$ 25.00 Designation of Registered Agent**  
**\$ 30.00 Certified Copy (optional)**  
**\$ 5.00 Certificate of Status (optional)**

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TALLAHASSEE, FLORIDA

*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 "AD PEPPER MEDIA USA LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTH DAY OF OCTOBER, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



  
\_\_\_\_\_  
Edward J. Freel, Secretary of State

3212732 8300

AUTHENTICATION: 0716754

001502272

DATE: 10-04-00