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AT LAYS AT LAW

REPUBLIC TOWER, FIFTEENTH FLOOR
110 SOUTHEAST SIXTH STREET
FORT LAUDERDALE, FLORIDA 33301

P.O. BOX 14245
FORT LAUDERDALE, FLORIDA 33302

TELEPHONE 954.525.7500
TELECOPIER 954.761.8475

MO1000000378

September 22, 1999

DIRECT DIAL 954.627.3813

VIA CERTIFIED MAIL #Z403 742 593
RETURN RECEIPT REQUESTED

Registration Section
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

100002996911--9
-09/24/99--01090--003
****293.75 ****293.75

Re: Pharmasee, L.L.C. and Digital Leasing, L.L.C.

Dear Sir or Madam:

Enclosed please find an Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida for each of the above referenced entities along with the firm's checks in the amount of \$293.75 for each application, representing the filing fee, the registered agent fee and the fee for a certified copy of each application.

If you have any questions with regard to these Applications, please contact me at the above telephone number.

Very truly yours,

Sue Deverson
Sue Deverson, CLA
Corporate Paralegal

SMD/sd
Enclosures

99 SEP 24 PM 4: 16
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

Due to a clerical error on the part of this office, PHARMASEE, L.L.C., a Delaware limited liability company, was erroneously assigned a Foreign corporation document/registration number – F99000005386.

This error was noted on February 19, 2001, and the Delaware limited liability company was reassigned a foreign limited liability company document/registration number – M01000000378.

Brenda Tadlock

Sr. Section Administrator

Registration Section



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 29, 1999

SUE DEVERSON, CLA
TRIPP SCOTT
PO BOX 14245
FORT LAUDERDALE, FL 33302

SUBJECT: PHARMASEE, L.L.C.
Ref. Number: W99000022484

We have received your document for PHARMASEE, L.L.C. and your check(s) totaling \$293.75. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the limited liability company must adopt an alternate name for use in the state of Florida. To adopt an alternate name the entity must submit a resolution signed by a managing member or manager adopting the alternate name for use in the state of Florida. The alternate name must end with "L.L.C.," "L.C.," "Limited Liability Company" or "Limited Company."

Because the fee you submitted was the amount for a certificate of existence, that is what we will send once the document is filed. If you prefer to receive a certified copy, please submit the additional \$43.75 required.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 199A00047527

RESOLUTION OF MANAGING MEMBERS OR MANAGERS

I, the undersigned Jason M. Kates
(Name)

do hereby certify that this Resolution of the Managing Members or Managers of

Pharmasee, L.L.C.
(Name of Limited Liability Company)

a limited liability company duly organized and existing under the laws of the State of

Delaware, was duly adopted on October 8, 19 99.

Be it resolved, that Pharmasee, L.L.C.
(Name of Limited Liability Company)

organized and existing in the state of Delaware, hereby adopts the

name of Pharmasee Networks, L.L.C. for use in Florida.

Dated: October 8, 1999

SOLE MEMBER: RETAIL MEDIA SYSTEMS, INC.

By: Jason M. Kates Pres. Jason M. Kates, President
Signature of a Member or an Authorized Representative of a Member

FILED
99 SEP 24 PM 4:16
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

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

1. Pharmasee, L.L.C.
(Name of foreign limited liability company must end with the words "limited liability company" or "limited company"
or their abbreviations "L.L.C." or "L.C." if not so contained in the name at present.)

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

4. June 25, 1999 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. June 25, 1999
(Date first transacted business in Florida. [See sections 608.501, 608.502 and 817.155, F.S.])

7. 633 South Federal Highway, Suite 400
Fort Lauderdale, FL 33301
(Street address of principal office)

8. List name, title, and business address of each managing member [MGRM] or manager [MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>Retail Media Systems, Inc.</u>	<u>MGRM</u>	_____	_____
<u>633 S. Federal Hwy., Ste. 400</u>		_____	_____
<u>Ft. Lauderdale, FL 33301</u>		_____	_____
<u>F96-3122</u>		_____	_____
_____		_____	_____
_____		_____	_____
_____		_____	_____
_____		_____	_____
_____		_____	_____

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TALLAHASSEE FLORIDA

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state 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.)

**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:

Pharmasee, L.L.C.

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

Jason M. Kates

(Name)

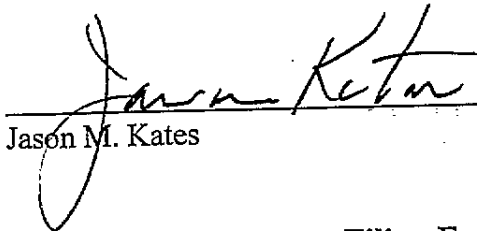
633 South Federal Highway, Suite 400

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

Fort Lauderdale, FL 33301

(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.



Jason M. Kates

Filing Fee: \$35 for Designation of Registered Agent

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of _____

Pharmasee, L.L.C. certifies:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the member(s) is \$ 1.00;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0;
(A description of the property is attached and made a part hereto.) and
- 4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$ 1.00;
(This total includes amounts from 2 and 3 above.)

Sole Member:

RETAIL MEDIA SYSTEMS, INC.

By: Jason Kates

Signature of a member or authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Jason M. Kates, President

Typed or printed name of signer

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Filing Fee: \$250.00 for Application and Affidavit

State of Delaware

PAGE 1

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PHARMASEE, L.L.C." 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 TWENTY-SIXTH DAY OF AUGUST, A.D. 1999.

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

FILED
99 SEP 24 PM 4:16
SECRETARY OF STATE
TALLAHASSEE FLORIDA




Edward J. Freel, Secretary of State

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AUTHENTICATION: 9941894
DATE: 08-26-99