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H/2 MJH

February 18, 2002

Florida Department of State
Registration Section
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

W02-8163

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-03/18/02--01050--016
****125.00 ****125.00

Re: Qualification of Simpedia Networks, L.L.C.

Dear Sir or Madam:

Enclosed please find an Application by Foreign Limited Liability Company for Authority to Transact Business in Florida. Also enclosed is a check payable to the Florida Department of State in the amount of \$125.00 in payment of the filing fee. Enclosed please find an original Certificate of Existence issued January 8, 2002 from Delaware. Please process accordingly and verify receipt hereof by date- stamping the enclosed copy of this letter and returning in the self-addressed stamped envelope provided.

If you have any questions or need additional information, please call.

Very truly yours,

WOLFE, WOLFE & RYD

By: Kelly J. Snedden
Kelly J. Snedden, Legal Assistant

KJS/hs
Enclosure
L:FLSOS 2-18b

RECEIVED FROM WOLFE, WOLFE & RYD

DATE: _____

BY: _____

02 APR -2 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 22, 2002

KELLY J. SNEDDEN
WOLFE, WOLFE & RYD
TWENTY NORTH WACKER DRIVE, SUITE 3550
CHICAGO, IL 60606

SUBJECT: SIMPEDIA NETWORKS, L.L.C.
Ref. Number: W02000008163

We have received your document for SIMPEDIA NETWORKS, L.L.C. and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report/uniform business report fees due this office.)

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) 245-6967.

Michelle Hodges
Document Specialist

Letter Number: 202A00017359

**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. SIMPEDIA NETWORKS, L.L.C.
(Name of foreign limited liability company)

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

4. April 26, 2001 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

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

7. 2336 South East Ocean Blvd., Suite 324
Stuart, Florida 34996
(Street address of principal office)

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

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

2220 Kenmore B 60614
Jason Weingarten 400 N. Walsh Ave., Suite 2005 Chicago, IL 60614

Dan Bartfield 2336 South East Ocean Blvd., Suite 324 Stuart, FL 34996

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

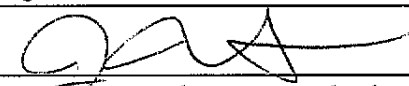
02 APR -2 PM 1:55

FILED

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 and purposes to be conducted or promoted in Florida: Career placement

assistance for college graduates.


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.)

Jason Weingarten, Manager

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:

Simpedia Networks, L.L.C.

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

CT Corporation System

(Name)

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.

CT CORPORATION SYSTEM

Anne E Diamond

(Signature)

ANNE E DIAMOND, ASST SECRETARY

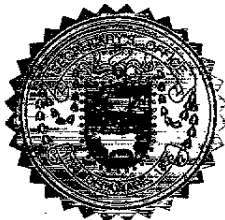
\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SIMPEDIA NETWORKS, 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 EIGHTH DAY OF JANUARY, A.D. 2002.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3108411 8300

AUTHENTICATION: 1546601

010669094

DATE: 01-08-02