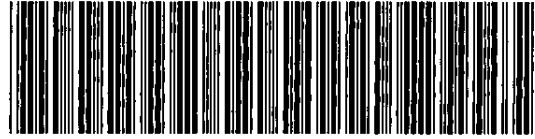


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12/28/07--01034--008 **160.00

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
08 MAR - 4 AM 10: 26

~~207-02486~~

T. HAMPTON

MAR - 5 2008

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: PRISMA USA, LLC
(Name of Limited Liability Company)

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

MATIAS PEREL
(Name of Person)

PRISMA USA, LLC
(Firm/Company)

4000 HOLLYWOOD BLVD., SUITE 270-N
(Address)

HOLLYWOOD, FL 33021
(City/State and Zip Code)

For further information concerning this matter, please call:

MATIAS PEREL at (954) 893-7305 x 1200
(Name of Person) (Area Code & Daytime Telephone Number)

MAILING ADDRESS:
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET ADDRESS:
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Enclosed is a check for the following amount:

- \$125.00 Filing Fee \$130.00 Filing Fee & Certificate of Status \$155.00 Filing Fee & Certified Copy \$160.00 Filing Fee, Certificate of Status & Certified Copy



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 25, 2008

MATIAS PEREL
4000 HOLLYWOOD BLVD
STE 270-N
HOLLYWOOD, FL 33021

SUBJECT: PRISMA USA, LLC
Ref. Number: W07000062486

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

08 MAR -4 PM 4:49

RECEIVED

We have received your document for PRISMA USA, LLC and your check(s) totaling \$160.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please accept our apology for failing to mention this in our previous letter.

A business entity may not serve as its own manager or managing member. Please designate an individual or another business entity as your manager(s) or managing member(s).

Please return the corrected original and one copy of 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) 245-6855.

Tammy Hampton
Regulatory Specialist II
Registration/Qualification Section

Letter Number: 708A00011659



FLORIDA DEPARTMENT OF STATE
Division of Corporations

RECEIVED
08 FEB 22 AM 11:57

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 31, 2007

MATIAS PEREL
4000 HOLLYWOOD BLVD
STE 270-N
HOLLYWOOD, FL 33021

SUBJECT: PRISMA USA, LLC
Ref. Number: W07000062486

We have received your document for PRISMA USA, LLC and your check(s) totaling \$160.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Unfortunately, the enclosed certified copy does not meet our filing requirements. We require a certificate of existence or certificate of good standing, which usually consists of a single sheet of paper, that clearly reflects the entity is a valid entity in its home state/country. You can obtain the certificate of existence or certificate of good standing from the same office that provided you with the certified copy.

Please return the corrected original and one copy of 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) 245-6855.

Tammy Hampton
Regulatory Specialist II
Registration/Qualification Section

Letter Number: 807A00072073

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. PRISMA USA, LLC
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")
N/A

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. DELAWARE
(Jurisdiction under the law of which foreign limited liability company is organized)
3. N/A
(FEI number, if applicable)

4. NOVEMBER 26, 2007
(Date of Organization)
5. PERPETUAL
(Duration: Year limited liability company will cease to exist or "perpetual")

6. N/A
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 4000 HOLLYWOOD BLVD., SUITE 270-N
HOLLYWOOD, FL 33021
(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:
PRISMA DIGITAL MEDIA, LLC / 4000 HOLLYWOOD BLVD., SUITE 270-N
HOLLYWOOD, FL 33021

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:

AD NETWORK

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.)

MATIAS PEREL

Typed or printed name of signee

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
08 MAR -4 AM 10:26

**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:

PRISMA USA, LLC

If name unavailable, the alternate name to be used in the state of Florida is:

N/A

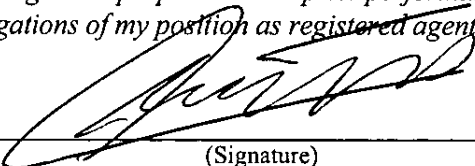
2. The name and the Florida street address of the registered agent and office are:

MATIAS PEREL c/o PRISMA DIGITAL MEDIA, LLC
(Name)

4000 HOLLYWOOD BLVD., SUITE 270-N
Florida Street Address (P.O. Box NOT ACCEPTABLE)

HOLLYWOOD FL 33021
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, Florida Statutes.



(Signature)

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
08 MAR -4 AM 10:26

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PRISMA 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 TWENTY-SECOND DAY OF FEBRUARY, A.D. 2008.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PRISMA USA, LLC" WAS FORMED ON THE TWENTY-SEVENTH DAY OF NOVEMBER, A.D. 2007.

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



4463207 8300

080201403

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6399127

DATE: 02-22-08