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APR 20 2012  
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**Foreign Limited Liability Company**  
**VERIZON AND REDBOX DIGITAL ENTERTAINMENT SERVICES, L**

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$125.00

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**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. Verizon and Redbox Digital Entertainment Services, LLC

(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(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. 45-4486356

(PEI number, if applicable)

4. 02/03/2012

(Date of Organization)

5. Perpetual

(Duration: Year limited liability company will cease to exist or "perpetual")

6. Upon Qualification

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

7. One Verizon Way, Basking Ridge, NJ 07920

(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:

Michael F. Ritter, One Verizon Way, Basking Ridge, NJ 07920

Terrence K. Danson, 140 West Street, New York, NY 10007

Jeffrey Noto, One Verizon Way, Basking Ridge, NJ 07920

SEE ATTACHMENT

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: \_\_\_\_\_

SEE ATTACHMENT

  
Signature of a member or an authorized representative of a member.

(In accordance with section 608.401(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

Jeffrey Noto, Authorized Representative of a member

Typed or printed name of signee

**Attachment to Florida**

**Nature of the LLC's Business**

To develop, launch, market and operate nationwide on-demand digital video distribution service providing consumers with access to video programming content delivered via broadband networks to video-enabled viewing devices and offering rental of physical DVDs and Blu-ray discs from DVD rental kiosks.

**Member / Manager Information**

- |   |                   |                        |
|---|-------------------|------------------------|
| 1 | Full Name:        | Gregg Kaplan           |
|   | Member/Manager:   | Manager                |
|   | Business Address: | 1 Tower Lane, Ste. 900 |
|   | City:             | Oakbrook Terrace       |
|   | State:            | IL                     |
|   | ZIP Code:         | 60181                  |
| 2 | Full Name:        | Scott Di Valerio       |
|   | Member/Manager:   | Manager                |
|   | Business Address: | 1800 114th Ave. S.E.   |
|   | City:             | Bellevue               |
|   | State:            | WA                     |
|   | ZIP Code:         | 98004                  |

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**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:

Verizon and Redbox Digital Entertainment Services, LLC

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

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, Florida Statutes.*

CT Corporation System

By:

Margaret E. Routzahn

(Signature)

**MARGARET E. ROUTZAHN**

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)

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VERIZON AND REDBOX DIGITAL ENTERTAINMENT SERVICES, 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 SIXTEENTH DAY OF APRIL, A.D. 2012.

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

5104764 8300

120431707

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 9504416

DATE: 04-16-12