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Peter Strapko, 567 Devil's Lane, Naples, FL 34103

Registration Section
Divisions of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

July 25, 1997

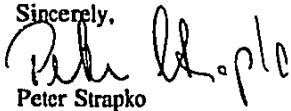
Dear Sir or Madam:

Please find attached:

- ☒ completed application
- ☒ certificate of existence for MediaFocus International, LLC
- ☒ a check over the amount of \$293.75
(\$250 filing fee, \$35 designation of registered agent, \$8.75 for a certificate of status).

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-07/28/97-01145-005
****293.75 ****293.75

Sincerely,


Peter Strapko

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name Availability	
Document Exam	
Update	
Updater Verifier	
Acknowledgement	
W. P. Verifier	DEC

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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. MEDIAFOCUS INTERNATIONAL, L.L.C.
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
2. Connecticut
(Jurisdiction under the law of which foreign limited liability company is organized)
3. #06-1452962
(FEI number, if applicable)
4. April 10, 1996
(Date of Organization)
5. 2036
(Duration: Year limited liability company will cease to exist or "perpetual")
6. July 16, 1997
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 567 Devil's Lane
Naples, Florida 34103
(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:

Peter Strapko

MGR

567 Devil's Lane

Naples, Florida 34103

Scarlet U. Strapko

MGR

567 Devil's Lane

Naples, Florida 34103

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

The undersigned member or authorized representative of a member of _____
_____ MEDIAFOCUS INTERNATIONAL, L.L.C. deposes and says:

1) the above named limited liability company has at least two members

2) the total amount of cash contributed by the member(s) is \$ 10,000.00

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.

4) the amount of cash or property anticipated to be contributed by member(s) is \$ -0-
This total includes amounts from 2 and 3 above.

5) the total amount of cash or property anticipated to be contributed by member(s) is \$ 10,000.00



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.)

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Filing Fee: \$250.00 for Application and Affidavit

**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 IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

MEDIAFOCUS INTERNATIONAL, L.L.C.

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

Peter Strapko

(Name)

567 Devil's Lane

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Naples, Florida 34103

(City/State/Zip)

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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.

Peter Strapko
(Signature)

Peter Strapko

7/24/97
(Date)

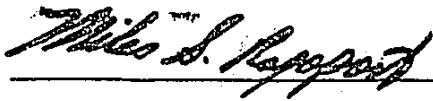
Filing Fee: \$ 35 for Designation of Registered Agent

Office of the Secretary of the State of Connecticut

I, the Connecticut Secretary of the State,
and keeper of the seal thereof, DO HEREBY CERTIFY, that

MEDIAFOCUS INTERNATIONAL, LLC

is in existence.



Secretary of the State

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Date Issued: July 17, 1997