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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

000002996910--2  
-09/24/99-01090-002  
\*\*\*\*293.75 \*\*\*\*293.75

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

Dear Sir or Madam:

M99-1528

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

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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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. Digital Leasing, 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  
(Jurisdiction under the law which foreign limited liability company is organized)
3. \_\_\_\_\_  
(FEI number, if applicable)
4. August 24, 1999  
(Date of Organization)
5. Perpetual  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. August 24, 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>		_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

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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:

Digital Leasing, L.L.C.

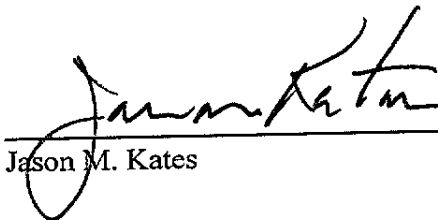
2. The name and the Florida street address of the registered agent and office are:

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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TALLAHASSEE FLORIDA

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

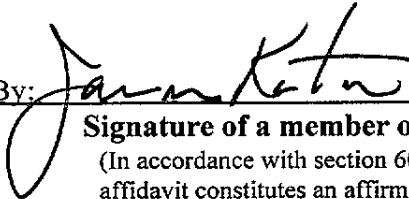
The undersigned member or authorized representative of a member of \_\_\_\_\_  
\_\_\_\_\_ Digital Leasing, L.L.C. certifies:

- 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: \_\_\_\_\_



**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 signee

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**Filing Fee: \$250.00 for Application and Affidavit**

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DIGITAL LEASING, 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.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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*Edward J. Freel*  
Edward J. Freel, Secretary of State

9940357

AUTHENTICATION:

DATE: 08-26-99