

F06000000185

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

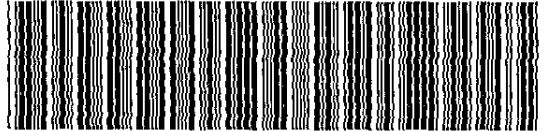
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

5002 TT JAN 11 2006



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 800938 4803460
AUTHORIZATION : [Signature]
COST LIMIT : \$ PPD

ORDER DATE : January 9, 2006
ORDER TIME : 9:58 AM
ORDER NO. : 800938-005
CUSTOMER NO: 4803460

FOREIGN FILINGS

NAME: NARROWSTEP INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Doreen Wallace -- EXT# 2928

EXAMINER: _____

06 JAN 10 PM 12:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Narrowstep, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Steven Crowther
(Name of Person)

Narrowstep, Inc.
(Firm/Company)

116 Village Blvd, Suite 200
(Address)

Princeton, New Jersey 08540
(City/State and Zip code)

For further information concerning this matter, please call:

Richard Lepik at (609) 951-2221
(Name of Person) (Area Code & Daytime Telephone Number)

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TALLAHASSEE, FLORIDA

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

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

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Narrowstep Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "In.," "Co," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

(State or country under the law of which it is incorporated)

3. 33-1010941

(FEI number, if applicable)

4. May 9, 2005

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. December 8, 2005

(Date first transacted business in Florida, if prior to registration) (SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7.

(Principal office address)

116 Village Blvd, Suite 200 Princeton, New Jersey 08540

(Current mailing address)

8. Internet Video Content Provider - Web TV

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

(City)

Florida

32301

(Zip code)

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TALLAHASSEE, FLORIDA

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10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Elizabeth B. Komuszny
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Mr. Peter Siddall
Address: 9, Cavendish House
Southdowns Park, Haywards Heath West Sussex RH16 4SL United Kingdom

Vice Chairman: _____
Address: _____

Director: Clifford Webb, COO
Address: 13 Muirdown Avenue
East Sheen, London SW14 8JX United Kingdom

Director: _____
Address: _____

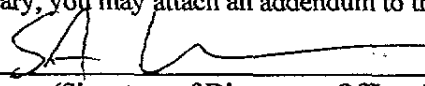
B. OFFICERS

President: Iolo Jones, CEO
Address: 103 B South Hill Park
London, NW3 2SP United Kingdom

Vice President: Steven Crowther
Address: 194 Clover Lane
Princeton, NJ 08540

Secretary: _____
Address: _____
Treasurer: _____
Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Director or Officer listed in number 12 of the application)

14. Steven Crowther
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

Narrowstep, Inc

Officer

Jason Jack, CTO
20822 Farnsworth Lane
Huntington Beach CA 92646

Directors

Dennis Edmonds
Pips, Lewes Road
Ashurst Wood
West Sussex, RH19 3TB
United Kingdom

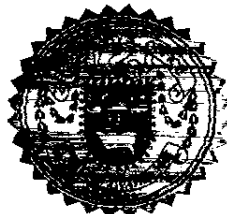
Shelly Palmer
330 East 33rd Street, 19M
New York, New York 10016

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NARROWSTEP INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2005.



3523604 8300

050998910

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4406571

DATE: 12-28-05