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Account Number : I20000000195
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TALLAHASSEE, FLORIDA

FOREIGN PROFIT/NONPROFIT CORPORATION

INTERMEDIA OUTDOOR, INC.

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TALLAHASSEE, FLORIDA

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

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

2. Delaware 3. 42-1717617
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. November 29, 2006 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. c/o Intermedia Partners VII L.P., 405 Lexington Ave., 48th Floor, NY, NY 10174
(Principal office address)

c/o Intermedia Partners VII L.P., 405 Lexington Ave., 48th Floor, NY, NY 10174
(Current mailing address)

8. The purpose of InterMedia Outdoor, Inc. is to pursue any lawful business or activity under the law of this state.
(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, Florida 32301
(City) (Zip code)

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.

Corporation Service Company

Doreen F. Wallace
as its agent

By: Doreen Wallace
(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.

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

A. DIRECTORS

Director: David Koff
Chairman: _____

Address: c/o Intermedia Partners VII L.P., 405 Lexington Ave., 48th Floor, NY, NY 10174

Director: _____
Vice Chairman: Peter Kern

Address: c/o Intermedia Partners VII L.P., 405 Lexington Ave., 48th Floor, NY, NY 10174

Director: Leo Hindery

Address: c/o Intermedia Partners VII L.P., 405 Lexington Ave., 48th Floor, NY, NY 10174

Director: _____

Address: _____

B. OFFICERS

President: Mark Coleman

Address: c/o Intermedia Partners VII L.P., 405 Lexington Ave., 48th Floor, NY, NY 10174

Vice President: _____

Address: _____

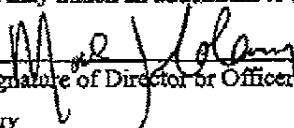
Secretary: _____

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. Mark Coleman, Secretary
(Typed or printed name and capacity of person signing application)

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PAGE

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "INTERMEDIA OUTDOOR, 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-FIFTH DAY OF JANUARY, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "INTERMEDIA OUTDOOR, INC." WAS INCORPORATED ON THE TWENTY-NINTH DAY OF NOVEMBER, A.D. 2006.

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

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5381828

DATE: 01-25-07