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To:

Division of Corporations
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From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1575

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FOREIGN PROFIT/NONPROFIT CORPORATION

OCEANSTV, INC.

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J. Shivers MAR 15 2007

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. OceansTV, 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. 20-8597379
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. February 13, 2007 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. February 13, 2007
(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 Withers Bergman LLP, 430 Park Avenue, 10th Floor, New York, NY 10022
(Principal office address)

c/o Withers Bergman LLP, 430 Park Avenue, 10th Floor, New York, NY 10022
(Current mailing address)

8. under the General Corporation Law of Delaware.
(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)

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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.

Corporation Service Company

By: Sara Lea
(Registered agent's signature)

Sara Lea
as its agent

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: Mark Hogg
c/o Withers Bergman LLP, 430 Park Avenue, 10th Floor, New York, NY 10022
Address: _____

Vice Chairman: _____
Address: _____

Director: Elizabeth Motley
c/o Withers Bergman LLP, 430 Park Avenue, 10th Floor, New York, NY 10022
Address: _____

Director: Rizvan Zafar
c/o Withers Bergman LLP, 430 Park Avenue, 10th Floor, New York, NY 10022
Address: _____

B. OFFICERS

President: Mark Hogg
c/o Withers Bergman LLP, 430 Park Avenue, 10th Floor, New York, NY 10022
Address: _____

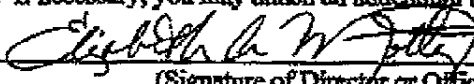
Vice President: Elizabeth Motley
c/o Withers Bergman LLP, 430 Park Avenue, 10th Floor, New York, NY 10022
Address: _____

Secretary: Rizvan Zafar
c/o Withers Bergman LLP, 430 Park Avenue, 10th Floor, New York, NY 10022
Address: _____

Treasurer: Rizvan Zafar
c/o Withers Bergman LLP, 430 Park Avenue, 10th Floor, New York, NY 10022
Address: _____

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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. Elizabeth Motley, Vice President
(Typed or printed name and capacity of person signing application)

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "OCEANSTV, 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 TWELFTH DAY OF MARCH, A.D. 2007.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "OCEANSTV, INC." WAS INCORPORATED ON THE THIRTEENTH DAY OF FEBRUARY, A.D. 2007.



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5499029

DATE: 03-12-07

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