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Florida Department of State
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To: Division of Corporations
Fax Number : (850) 205-0381

From: Account Name : CORPORATION SERVICE COMPANY
Account Number : I200000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1575

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FOREIGN PROFIT/NONPROFIT CORPORATION

QUESTEX MEDIA GROUP, INC.

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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. QUESTEX MEDIA GROUP, INC.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Ino.," "Co.," or "Corp.")

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

2. DELAWARE 3. 20-2635500
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. APRIL 1, 2005 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. 275 GROVE STREET, SUITE 2-130, NEWTON, MA 02466
(Principal office address)

275 GROVE STREET, SUITE 2-130, NEWTON, MA 02466
(Current mailing address)

8. ANY LAWFUL PURPOSE FOR WHICH A CORPORATION MAY BE ORGANIZED.
(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

By: [Signature]
(Registered agent's signature) ROBERT BRANICK, Asst. V.P.

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

Chairman: KERRY GUMAS

Address: C/O QUESTEX MEDIA GROUP, INC.
275 GROVE STREET, SUITE 2-130, NEWTON, MA 02130

Vice Chairman: YOUNG LEE

Address: C/O QUESTEX MEDIA GROUP, INC.
275 GROVE STREET, SUITE 2-130, NEWTON, MA 02130

Director: DONALD BRAMLEY

Address: C/O QUESTEX MEDIA GROUP, INC.
275 GROVE STREET, SUITE 2-130, NEWTON, MA 02130

Director: KEITH PALUMBO

Address: C/O QUESTEX MEDIA GROUP, INC.
275 GROVE STREET, SUITE 2-130, NEWTON, MA 02130

B. OFFICERS

President: KERRY GUMAS

Address: C/O QUESTEX MEDIA GROUP, INC.
275 GROVE STREET, SUITE 2-130, NEWTON, MA 02130

Vice President: THOMAS CARIDI

Address: 275 GROVE STREET, SUITE 2-130, NEWTON, MA 02130
275 GROVE STREET, SUITE 2-130, NEWTON, MA 02130

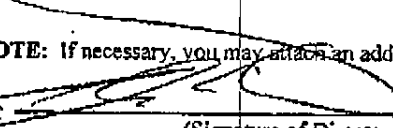
Secretary:

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. THOMAS CARIDI, EXECUTIVE VICE PRESIDENT
(Typed or printed name and capacity of person signing application)

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DIRECTORS:

MARC B. WALPOLE
C/O QUESTEX MEDIA GROUP, INC.
275 GROVE STREET, SUITE 2-130, NEWTON, MA 02130

GEOFFREY S. REHNERT
C/O QUESTEX MEDIA GROUP, INC.
275 GROVE STREET, SUITE 2-130, NEWTON, MA 02130

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "QUESTEX MEDIA GROUP, 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 FIRST DAY OF MAY, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "QUESTEX MEDIA GROUP, INC." WAS INCORPORATED ON THE FIRST DAY OF APRIL, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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DIVISION OF CORPORATIONS
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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5638172

DATE: 05-01-07