

Filing and License Fee: \$310.00 minimum

ID Number: \_\_\_\_\_



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State  
Corporations Division  
148 W. River Street  
Providence, Rhode Island 02904-2615

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Section 7-1.2-1405 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

- 1. The name of the corporation is B2B Media, Inc.
- 2. It is incorporated under the laws of South Carolina
- 3. The name, if different, which it elects to use in Rhode Island is:

(a) If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:

(b) If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:

- 4. The date of its incorporation is 1-10-2001 and the period of its duration is on going (see other)

- 5. The address of its principal office in the state or country under the laws of which it is incorporated is 34 Ellwood Court Suite C Greenville, SC 29607

- 6. The address of its proposed registered office in Rhode Island is 222 Jefferson Boulevard  
(Street Address, not P.O. Box)

Warwick, RI 02888 and the name of its proposed registered agent in Rhode Island at that address is National Registered Agents, Inc.  
(City/Town) (Zip Code) (Name of Agent)

- 7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:

Vehicle Graphics

- 8. (a) The names and respective addresses of its directors (optional unless directors are required under the laws of the state or country of which it is incorporated).

	Name	Address
Director	<u>Fred Johnston</u>	<u>PO Box 1237 Chapin SC 29036</u>
Director	<u>Jack West</u>	<u>382 Pinehurst Dr. Spartanburg SC 29306</u>
Director	<u>Martin Cornelison</u>	<u>329 Connecticut Avenue Spartanburg SC 29302</u>
Director	<u>Norman Chapman</u>	<u>764 Plum Street Spartanburg SC 29302</u>

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(b) The names and respective addresses of its principal officers (mandatory if directors are not required under the laws of the state or country of which it is incorporated).

	<u>Name</u>	<u>Address</u>
President	<u>Charles Driskell</u>	<u>34 Ellwood Ct Suite C Greenville SC 29607</u>
Vice President	_____	_____
Treasurer	_____	_____
Secretary	_____	_____

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
<u>123,807</u>	_____	_____	<u>1.00</u>
_____	_____	_____	_____
_____	_____	_____	_____

10. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 84,000.

(b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 0.

(c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is 0%. [divide (b) by (a) and multiply by 100 to obtain the percentage].

11. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 11 Million.

(b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 150,000.

(c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is 1.36 % [divide (b) by (a) and multiply by 100 to obtain the percentage].

12. This application is accompanied by a certificate of Good Standing issued by the proper officer of the state or country under the laws of which it is incorporated.

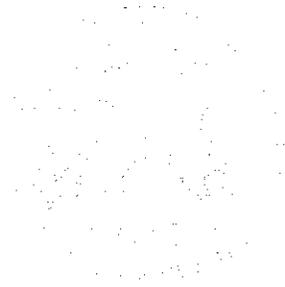
13. This Application for Certificate of Authority shall be effective upon filing unless a specified date is provided which shall be no later than the 90<sup>th</sup> day after the date of this filing \_\_\_\_\_

Under penalty of perjury, I declare and affirm that I have examined this Application for Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 6-15-10

Laura Hortis  
Signature of Authorized Officer of the Corporation  
Laura Hortis  
Type or Print Name of Authorized Officer

# *The State of South Carolina*



*Office of Secretary of State Mark Hammond*

## **Certificate of Existence**

I, **Mark Hammond, Secretary of State of South Carolina** Hereby certify that:

**B2B MEDIA, INC.,**

a corporation duly organized under the laws of the State of South Carolina on January 10th, 2001, and having a perpetual duration unless otherwise indicated below, has as of the date hereof filed all reports due this office, paid all fees, taxes and penalties owed to the Secretary of State, that the Secretary of State has not mailed notice to the Corporation that it is subject to being dissolved by administrative action pursuant to section 33-14-210 of the South Carolina Code, and that the corporation has not filed articles of dissolution as of the date hereof.

Given under my Hand and the Great  
Seal of the State of South Carolina this  
1st day of June, 2010.

  
Mark Hammond, Secretary of State



TO:	Denise	FROM:	Laura Hortis
COMPANY:	Rhode Island Sec. of State	DATE:	6/21/10
FAX NUMBER:	401-222-1309	TOTAL NO. OF PAGES INCLUDING COVER:	1
PHONE NUMBER:		SENDER'S REFERENCE NUMBER:	
RE:	Corrections to application	YOUR REFERENCE NUMBER:	

URGENT   
  FOR REVIEW   
  PLEASE COMMENT   
  PLEASE REPLY   
  PLEASE RECYCLE

NOTES/COMMENTS:

This fax is to grant Denise permission to make the following corrections to our application for a Certificate of Authority:

- 1- B2B Media's duration in Rhode Island will be on-going.
- 2- The par value of the B2B Media Stock is \$1.00. We are privately held.

Laura G. Hortis  
CFO

A handwritten signature in cursive script, appearing to read 'Laura', is written over the typed name and title.



# State of Rhode Island and Providence Plantations

**A. Ralph Mollis**

*Secretary of State*

## STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island  
and Providence Plantations, hereby certify that this document, duly  
executed in accordance with the provisions of Title 7 of the General Laws  
of Rhode Island, as amended, has been filed in this office on this day:

A handwritten signature in black ink that reads "A. Ralph Mollis".

A. RALPH MOLLIS

*Secretary of State*

