

State of Idaho

Office of the Secretary of State

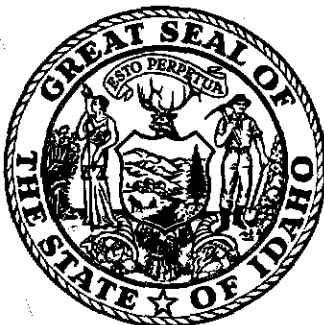
**CERTIFICATE OF AUTHORITY
OF
VERIZON AND REDBOX DIGITAL ENTERTAINMENT SERVICES, LLC**

File Number W 113165

I, BEN YSURSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Uniform Limited Liability Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: April 19, 2012



Ben Yursa

SECRETARY OF STATE

By

Anna Kristensen



APPLICATION FOR CERTIFICATE OF AUTHORITY FOR FOREIGN LIMITED LIABILITY COMPANY

(Instructions on back of application)

2012 APR 19 PM 4:02

SECRETARY OF STATE
STATE OF IDAHO

1. The name of the limited liability company is:

Verizon and Redbox Digital Entertainment Services, LLC

2. If the name of the limited liability company is not permissible or is not available in Idaho, the name the foreign limited liability company will use in Idaho is:

3. The jurisdiction under whose laws the limited liability company is formed is: Delaware

4. The name and complete street address of the registered agent in Idaho is:

CT Corporation System 1111 West Jefferson, Suite 530, Boise, Idaho 83702

5. The street and mailing address of the limited liability company's principal office is:

One Verizon Way, Basking Ridge, NJ 07920

Street Address

Mailing Address, if different

6. The street and mailing address of the limited liability company's office in the jurisdiction under whose laws it is organized is:

CT Corporation System, Corporation Trust Center, 1209 Orange Street, Wilmington, DE 19801

Street Address

Mailing Address, if different

7. The name and mailing address of at least one member or manager: SEE ATTACHMENT

Michael F. Ritter

One Verizon Way, Basking Ridge, NJ 07920

8. The mailing address for future correspondence:

Paul L. Mattiola, Vice President - Taxes, One Verizon Way, VC53N147, Basking Ridge, NJ 07920

9. Signature of a manager, member or authorized person

Signature

Frederick Pappalardo, Authorized Person

Typed Name

Secretary of State use only

IDAHO SECRETARY OF STATE

04/19/2012 05:00

CK: 26640 CT: 20160 DH: 1320536

1 @ 100.00 = 100.00 REGFORLLC # 2

1 @ 20.00 = 20.00 EXPEDITE C # 3

cert_auth_foreign_LLC Rev. 07/2010

W113165

**Attachment to Idaho
Member/Manager Information**

- | | | |
|---|-------------------|------------------------|
| 1 | Full Name: | Terrence K. Denson |
| | Member/Manager: | Manager |
| | Business Address: | 140 West Street |
| | City: | New York |
| | State: | NY |
| | Zip Code: | 10007 |
| 2 | Full Name: | Jeffrey Noto |
| | Member/Manager: | Manager |
| | Business Address: | One Verizon Way |
| | City: | Basking Ridge |
| | State: | NJ |
| | Zip Code: | 07920 |
| 3 | Full Name: | Gregg Kaplan |
| | Member/Manager: | Manager |
| | Business Address: | 1 Tower Lane, Ste. 900 |
| | City: | Oakbrook Terrace |
| | State: | IL |
| | Zip Code: | 60181 |
| 4 | Full Name: | Scott Di Valerio |
| | Member/Manager: | Manager |
| | Business Address: | 1800 114th Ave. S.E. |
| | City: | Bellevue |
| | State: | WA |
| | Zip Code: | 98004 |

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VERIZON AND REDBOX DIGITAL ENTERTAINMENT SERVICES, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTEENTH DAY OF APRIL, A.D. 2012.

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

5104764 8300

120431707

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9504410

DATE: 04-16-12