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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : NATIONAL CORPORATE RESEARCH, LTD.
Account Number : I200000000888
Phone : (800)221-0102
Fax Number : (212)564-6083

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FOREIGN PROFIT/NONPROFIT CORPORATION

APPFORGE, 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. APPOERGE, 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. 20-4355113
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. February 21, 2006 5. PERPETUUM
(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. TOWER PLACE 200, SUITE 625, 3348 Peachtree Rd, ATLANTA, GA 30326
(Principal office address)

SAME
(Current mailing address)

8. solicitation of the state of florida license + services
(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: National Corporate Research, Ltd., Inc.

Office Address: 518 East Park Avenue

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.

Theresa M. Lenson
(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.

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

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A. DIRECTORS

Chairman: see attached

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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TALLAHASSEE, FLORIDA

B. OFFICERS

President: see attached

Address: _____

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]
(Signature of Director or Officer listed in number 12 of the application)

14. STANAN WOOD SUP. CFO
(Typed or printed name and capacity of person signing application)

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APPLICATION FOR CERTIFICATE OF AUTHORITY
FOREIGN CORPORATION

Exhibit 1

AppForge, Inc.

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TALLAHASSEE, FLORIDA

12.A. Directors

Name
Gary Warren
Chairman

Residence
Tower Place 200
Suite 625
3348 Peachtree Road
Atlanta, Georgia 30326

Business Address
Tower Place 200
Suite 625
3348 Peachtree Road
Atlanta, Georgia 30326

William David

739 Thimble Shoals Drive
Suite 101
P.O. Box 12988
Newport News, VA 23606

739 Thimble Shoals Drive
Suite 101
P.O. Box 12988
Newport News, VA 23606

C. Bowdian Train

Grosvenor Fund
Suite 900
1808 Eye St, NW
Washington, DC 20006

Grosvenor Fund
Suite 900
1808 Eye St, NW
Washington, DC 20006

James Lynch

Draper Atlantic
Suite 420
11600 Sunrise Valley Drive
Reston, VA 20191

Draper Atlantic
Suite 420
11600 Sunrise Valley Drive
Reston, VA 20191

Dennis Bottorff

Council Ventures
Suite 415
150 2nd Avenue North
Nashville, TN 37201

Council Ventures
Suite 415
150 2nd Avenue North
Nashville, TN 37201

12.B. Officers

President

Gary Warren

AppForge Inc.
Tower Place 200
Suite 625
3348 Peachtree Road
Atlanta, GA 30326

Vice President and Secretary

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Graham Wood

AppForge, Inc.
Tower Place 200
Suite 625
3348 Peachtree Road
Atlanta, GA 30328

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CLERK OF STATE
TALLAHASSEE, FLORIDA

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Delaware

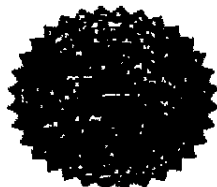
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE CERTIFICATE OF MERGER, WHICH MERGES:

"APPFORGE, INC.", A DELAWARE CORPORATION,
WITH AND INTO "APPFORGE MERGER SUB, INC." UNDER THE NAME OF "APPFORGE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, WAS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIRST DAY OF FEBRUARY, A.D. 2006, AT 3:34 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4548092

DATE: 02-24-06

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