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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EP 5/26/10

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: MARSYS INTERNATIONAL, INC.

Name of corporation - must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," or "Certificate of Good Standing" and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Neil M. Park

Name of Person

Marsys

Firm/Company

575 Market Street, 40th. Floor

Address

San Francisco, CA 94105

City/State and Zip code

npark@marsys.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Neil M. Park

Name of Person

at (415) 992-5910

Area Code & Daytime Telephone Number

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

**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. MARSYS INTERNATIONAL, 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. 33-1029182
(State or country under the law of which it is incorporated) (FEL number, if applicable)

4. May 6, 2002 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Concurrent with Registration
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 575 Market Street, 40th. Floor, San Francisco, CA 94105
(Principal office address)

575 Market Street, 40th. Floor, San Francisco, CA 94105
(Current mailing address)

8. Any Lawful Act.
(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)

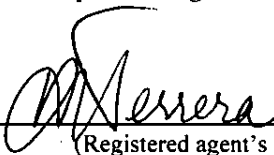
Name: Anabel Herrera

Office Address: 5757 Blue Lagoon Drive, Suite 300

Miami, Florida 33126
(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.



(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:

A. DIRECTORS

Chairman: Carlos M. Collazo

Address: 575 Market Street, 40th. Floor

San Francisco, CA 94105

Vice Chairman: _____

Address: _____

Director: Carlos M. Collazo

Address: 575 Market Street, 40th. Floor

San Francisco, CA 94105

Director: _____

Address: _____

B. OFFICERS

President: Carlos M. Collazo

Address: 575 Market Street, 40th. Floor

San Francisco, CA 94105

Vice President: Anabel Herrera

Address: Miami, FL 33126

Miami, FL 33126

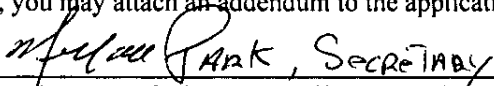
Secretary: Neil M. Park

Address: 575 Market Street, 40th. Floor, San Francisco, CA 94105

Treasurer: Carlos M. Collazo

Address: 575 Market Street, 40th. Floor, San Francisco. CA 94105

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.  PARK, SECRETARY
(Signature of Director or Officer listed in number 12 of the application)

14. Neil M. Park, SECRETARY
(Typed or printed name and capacity of person signing application)

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MARSYS INTERNATIONAL, 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 TWENTY-SIXTH DAY OF APRIL, A.D. 2010.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MARSYS INTERNATIONAL, INC." WAS INCORPORATED ON THE SIXTH DAY OF MAY, A.D. 2002.

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

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

I hereby certify that this document was issued by
Government entity stated on the document



[Signature] 2/16

3519028 8300

100423087



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

[Signature]
Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7954214

DATE: 04-26-10