

Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 617-6381

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From: Account Name : CORPORATION SERVICE COMPANY
Account Number : 120000000195
Phone : (850) 521-1000
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****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

**FOREIGN PROFIT/NONPROFIT CORPORATION
VALUECENTRIC MARKETING GROUP, INC.**

Certificate of Status	1
Certified Copy	1
Page Count	06
Estimated Charge	\$1,187.50

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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21-0328

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. VALUECENTRIC MARKETING GROUP, 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 (State or country under the law of which it is incorporated) 3. 63-1271503 (FEI number, if applicable)

4. March 15, 2001 (Date of incorporation) 5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. 04/17/2006 (Date first transacted business in Florida, if prior to registration) (SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 49 Court Street Binghamton, NY 13901 (Principal office address)

49 Court Street Binghamton NY 13901 (Current mailing address)

8. Any lawful purpose (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.

By: [Signature] Corporation Service Company Merryll Wiener Assistant Vice President (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.

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

A. DIRECTORS

SEE ANNEXED ADDENDUM

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

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. ART CHRISTENSEN, SECRETARY
(Typed or printed name and capacity of person signing application)

**ADDENDUM
TO
APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA
FOR
VALUECENTRIC MARKETING GROUP, INC.**

12. Names and business addresses of officers and directors:

A. DIRECTORS

Chairman: Raymond H. Stanton III
Address: 3352 Laurie Brook Drive
Binghamton, NY 13903

Vice Chairman: Raymond H. Stanton II
Address: 237 Riverside Drive
Binghamton, NY 13905

Director: Anthony R. Morgenthau
Address: c/o Morgenthau Capital Advisors
6750 N. Andrews Avenue
Ft. Lauderdale, FL 33309

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B. OFFICERS

CEO : Raymond H. Stanton, III
Address: 3352 Laurie Brook Drive
Binghamton, NY 13903

CFO: Art Christensen
Address: 125 Riverside Drive
Binghamton, NY 13905

Secretary: Art Christensen
Address: 125 Riverside Drive
Binghamton, NY 13905

Treasurer: Art Christensen
Address: 125 Riverside Drive
Binghamton, NY 13905

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Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VALUECENTRIC MARKETING 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 TWENTY-SEVENTH DAY OF AUGUST, A.D. 2010.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "VALUECENTRIC MARKETING GROUP, INC." WAS INCORPORATED ON THE FIFTEENTH DAY OF MARCH, A.D. 2001.

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.

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TALLAHASSEE, FLORIDA



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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8198001

DATE: 08-27-10