

**F10000004925**

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

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

From: Account Name : CORPORATION SERVICE COMPANY  
Account Number : I20000000195  
Phone : (850) 521-1000  
Fax Number : (850) 558-1515

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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  
BRANDMUSCLE, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

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TALLAHASSEE, FLORIDA

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J. Stivers NOV 12 2010

**COVER LETTER**

**TO:** New Filing Section  
Division of Corporations

**SUBJECT:** BrandMuscle, 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:

Kathleen Heflin

Name of Person

BrandMuscle, Inc.

Firm/Company

3750 Park East Drive

Address

Beachwood, OH 44122

City/State and Zip code

kheflin@brandmucle.com

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

For further information concerning this matter, please call:

Kathleen Heflin

at ( 216 ) 454-2016

Name of Person

Area Code & Daytime Telephone Number

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**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. BrandMuscle, 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. 34-1939781 (State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 03/02/2000 5. Perpetual (Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 10/01/2010 (Date first transacted business in Florida, if prior to registration) (SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 3750 Park East Dr., Beachwood, OH 44122 (Principal office address)

Same (Current mailing address)

8. Web-based multimedia marketing solutions including media planning and placement (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)

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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.

Corporation Service Company

By: Janet Budhu, Asst. 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.

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

A. DIRECTORS

Chairman: Philip Alexander

Address: 3750 Park East Drive

Beachwood, OH 44122

Vice Chairman: NA

Address:

Director: Lane MacDonald

Address: 600 Atlantic Avenue, Boston, MA 02210

Andover, MA 01810

Director: Bill Egan

Address: 28 State Street, Suite 1801

Boston, MA 02110

B. OFFICERS

President: Philip Alexander

Address: 3750 Park East Drive

Beachwood, OH 44122

Vice President:

Address:

Secretary: Peter Cowie

Address: 49 Salem Street, Andover, MA 01810

Treasurer: Kathleen Heflin (Assistant Treasurer)

Address: 3750 Park East Drive, Beachwood, OH 44122

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

13. *Kathleen Heflin* Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. Kathleen Heflin, Vice President, Finance/Assistant Treasurer

(Typed or printed name and capacity of person signing application)

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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 "BRANDMUSCLE, 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 TENTH DAY OF NOVEMBER, A.D. 2010.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BRANDMUSCLE, INC." WAS INCORPORATED ON THE SECOND DAY OF MARCH, A.D. 2000.

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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You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



*Jeffrey W. Bullock*  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8343710

DATE: 11-10-10