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TALLAHASSEE FLORIDA

✓ 06/07/11

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: FirstWatch Solutions, 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:

Megan Faulkner

Name of Person

FirstWatch Solutions, Inc.

Firm/Company

322 Encinitas Blvd, Suite 100

Address

Encinitas, CA 92024

City/State and Zip code

mfaulkner@firstwatch.net

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

For further information concerning this matter, please call:

Megan Faulkner

Name of Person

at (760) 943-9123 x205

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. FirstWatch Solutions, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

FirstWatch

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. California

(State or country under the law of which it is incorporated)

3. 05-0544884

(FEI number, if applicable)

4. December 26, 2002

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification of registration

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

7. 322 Encinitas Blvd, Suite 100, Encinitas, CA 92024

(Principal office address)

322 Encinitas Blvd, Suite 100, Encinitas, CA 92024

(Current mailing address)

8. Offering customized software package

(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

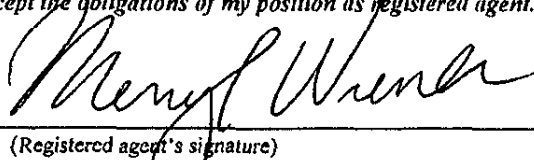
(City)

, Florida 32301

(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.



Merryll Wiener
Assistant Vice President

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

Chairman: Todd Stout

Address: 322 Encinitas Blvd, Suite 100
Encinitas, CA 92024

Vice Chairman: Marc Baker

Address: 322 Encinitas Blvd, Suite 100
Encinitas, CA 92024

Director: Edward Chiu

Address: 322 Encinitas Blvd, Suite 100
Encinitas, CA 92024

Director: Keith Griffiths

Address: 679 Encinitas Blvd #211
Encinitas, CA 92024

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TALLAHASSEE, FLORIDA

B. OFFICERS

President: Todd Stout

Address: 322 Encinitas Blvd, Suite 100
Encinitas, CA 92024

Vice President: Todd Stout

Address: 322 Encinitas Blvd, Suite 100
Encinitas, CA 92024

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. _____

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. Todd Stout, President

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

**State of California
Secretary of State**

CERTIFICATE OF STATUS

ENTITY NAME:

FIRSTWATCH SOLUTIONS, INC.

FILE NUMBER: C2479030
FORMATION DATE: 12/26/2002
TYPE: DOMESTIC CORPORATION
JURISDICTION: CALIFORNIA
STATUS: ACTIVE (GOOD STANDING)

11 JUN -5 PM 3:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, DEBRA BOWEN, Secretary of State of the State of California,
hereby certify:

The records of this office indicate the entity is authorized to
exercise all of its powers, rights and privileges in the State of
California.

No information is available from this office regarding the financial
condition, business activities or practices of the entity.



IN WITNESS WHEREOF, I execute this certificate
and affix the Great Seal of the State of
California this day of May 05, 2011.

Debra Bowen

**DEBRA BOWEN
Secretary of State**