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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

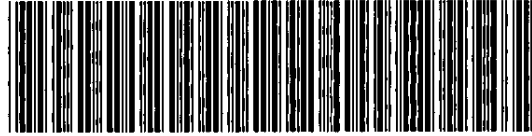
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SEP 26 2013
M. SOLOMON

COVER LETTER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO: New Filing Section
Division of Corporations

SUBJECT: Velocity Technology 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:

Brian Lee

Name of Person

Weil, Gotshal & Manges LLP

Firm/Company

201 Redwood Shores Parkway

Address

Redwood Shores, California 94065

City/State and Zip code

brian.lee@weil.com; chris.heller@velocity.cc

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

For further information concerning this matter, please call:

Brian Lee

Name of Person

at (650) 802-3263

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. Velocity Technology Solutions, 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. 75-3247335

(FEI number, if applicable)

4. March 30, 2007

(Date of incorporation)

5. perpetual

(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. 850 Third Avenue, 10th Floor, New York, New York 10022

(Principal office address)

850 Third Avenue, 10th Floor, New York, New York 10022

(Current mailing address)

8. To engage in any and all lawful acts and activity for which foreign corporations may be qualified under Florida Statutes.

(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.

[Handwritten signature]

Sue G. Knight 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.

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

A. DIRECTORS

Chairman: Thomas Bruno

Address: 850 Third Avenue, 10th Floor, New York, New York 10022

Vice Chairman: _____

Address: _____

Director: Kyle Ryland

Address: 850 Third Avenue, 10th Floor, New York, New York 10022

Director: Sanjeet Mitra

Address: 850 Third Avenue, 10th Floor, New York, New York 10022

B. OFFICERS

President: Thomas Bruno

Address: 850 Third Avenue, 10th Floor, New York, New York 10022

Vice President: Stephen Shippee

Address: 850 Third Avenue, 10th Floor, New York, New York 10022

Secretary: Christopher Heller

Address: 850 Third Avenue, 10th Floor, New York, New York 10022

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. Christopher Heller, Secretary

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

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TALLAHASSEE, FLORIDA

ADDENDUM

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

A. DIRECTORS

Director: Ajay Shah
Address: 850 Third Avenue, 10th Floor, New York, New York 10022

B. OFFICERS

Chief Financial Officer: Bryan Conley
Address: 850 Third Avenue, 10th Floor, New York, New York 10022

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TALLAHASSEE, FLORIDA

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Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VELOCITY TECHNOLOGY SOLUTIONS, 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-FOURTH DAY OF SEPTEMBER, A.D. 2013.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "VELOCITY TECHNOLOGY SOLUTIONS, INC." WAS INCORPORATED ON THE THIRTIETH DAY OF MARCH, A.D. 2007.

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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0761946

DATE: 09-24-13