

To: +1 (850) 205-0383
Subject:

Patricia T. Black

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Florida Department of State
Division of Corporations
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Division of Corporations
Fax Number : (850)205-0383

From:

Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
Phone : (850)222-1173
Fax Number : (850)224-1640

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DIVISION OF CORPORATION

0478.42728

FOREIGN PROFIT QUALIFICATION

WELLFOUND DECADE CORPORATION

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

M. Thomas SEP 29 2005

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STATE

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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. WellFound Decade Corporation

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Ltd.," "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. 20-1896277

(FBI number, if applicable)

4. November 3, 2004

(Date of incorporation)

5. perpetual

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

6. January 15, 2005

(Date first transacted business in Florida, if prior to registration)

(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 13901 Sutton Park Drive, South, Suite 320, Jacksonville, FL 32224

(Principal office address)

13901 Sutton Park Drive, South, Suite 320, Jacksonville, FL 32224

(Current mailing address)

8. Engage in any lawful act or activity for which corporations may be organized.

(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: Gresham Stoneburner

Office Address: 841 Prudential Drive, Suite 1400

Jacksonville

(City)

Florida 32207

(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.

Gresham Stoneburner

(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:

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A. DIRECTORS

Chairman: Gerry C. Nelson

Address: 13901 Sutton Park Dr., South, Suite 320
Jacksonville, FL 32224

Vice Chairman: Roddy Henderson

Address: 13901 Sutton Park Dr., South, Suite 320
Jacksonville, FL 32224

Director: Thomas Litke

Address: 13901 Sutton Park Dr., South, Suite 320
Jacksonville, FL 32224

Director: Edward Bennett

Address: 13901 Sutton Park Dr., South, Suite 320
Jacksonville, FL 32224

B. OFFICERS

President: Brian K. Fitzpatrick

Address: 13901 Sutton Park Dr., South, Suite 320
Jacksonville, FL 32224

Vice President: Donald D. Funkhouser

Address: 13901 Sutton Park Dr., South, Suite 320
Jacksonville, FL 32224

Secretary: Todd Rice

Address: 13901 Sutton Park Dr., South, Suite 320, Jacksonville, FL 32224

Treasurer: Todd Rice

Address: 13901 Sutton Park Dr., South, Suite 320, Jacksonville, FL 32224

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. R. TODD RICE
(Typed or printed name and capacity of person signing application)

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A. Additional Directors:

Director: Todd Rice
Address: 13901 Sutton Park Drive South, Suite 320
Jacksonville, FL 32224

Director: Paul R. Gain
Address: 13901 Sutton Park Drive South, Suite 320
Jacksonville, FL 32224

Director: Donald D. Funkhouser
Address: 13901 Sutton Park Drive South, Suite 320
Jacksonville, FL 32224

Director: Steven R. Settles
Address: 13901 Sutton Park Drive South, Suite 320
Jacksonville, FL 32224

Director: Joseph A. Nicosia
Address: 13901 Sutton Park Drive South, Suite 320
Jacksonville, FL 32224

Director: Brian K. Fitzpatrick
Address: 13901 Sutton Park Drive South, Suite 320
Jacksonville, FL 32224

B. Additional Officers:

Chief Executive Officer: Paul R. Gain
Address: 13901 Sutton Park Drive South, Suite 320
Jacksonville, FL 32224

Chief Operating Officer: Donald D. Funkhouser
Address: 13901 Sutton Park Drive South, Suite 320
Jacksonville, FL 32224

Chief Technology Officer: Edward Bennett
Address: 13901 Sutton Park Drive South, Suite 320
Jacksonville, FL 32224

Executive Vice President
of Marketing & Products: Thomas Litke
Address: 13901 Sutton Park Drive South, Suite 320
Jacksonville, FL 32224

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Delaware

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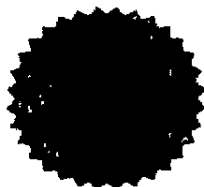
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WELLFOUND DECADE CORPORATION" 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 SEPTEMBER, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "WELLFOUND DECADE CORPORATION" WAS INCORPORATED ON THE THIRD DAY OF NOVEMBER, A.D. 2004.

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

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



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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4185191

DATE: 09-27-05
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