

To: FL Dept. of State
Subject: 000173.45724

From: Tracy Spear

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F-050000007288

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
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DIVISION OF CORPORATION

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FOREIGN PROFIT QUALIFICATION

IRISE, INC.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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. iRise, 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. California 3. 95-4613732
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. January 10, 1997 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification."
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 2321 Rosecrans Avenue, Suite 4200, El Segundo, CA 90245
(Principal office address)

2321 Rosecrans Avenue, Suite 4200, El Segundo, CA 90245
(Current mailing address)

8. Software and consulting services and related activities
(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 or Mail Drop Box NOT acceptable)

Name: NRAI Services, Inc.

Office Address: 2731 Executive Park Drive, Suite 4

Weston, Florida 33331
(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.

NRAI Services, Inc.

By: Paul J. Hagan Paul J. Hagan, Assistant Secretary
(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: See attached rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached rider

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 of Director or Officer listed in number 12 of the application)

14. Maurice A. Martin, President

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

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RIDER

DIRECTORS AND OFFICERS
OF
IRISE

I. DIRECTORS

<u>Name</u>	<u>Address</u>
Maurice A. Martin	2321 Rosecrans Ave., Suite 4200 El Segundo, CA 90245
Emmet Keefe	2321 Rosecrans Ave., Suite 4200 El Segundo, CA 90245
Peter Chung	2321 Rosecrans Ave., Suite 4200 El Segundo, CA 90245
Brooke Seawell	2321 Rosecrans Ave., Suite 4200 El Segundo, CA 90245
Gregg Hartemayer	2321 Rosecrans Ave., Suite 4200 El Segundo, CA 90245

II. OFFICERS

<u>Name</u>	<u>Title</u>	<u>Address</u>
Maurice A. Martin	President, Chief Financial Officer and Treasurer	2321 Rosecrans Ave., Suite 4200 El Segundo, CA 90245
Emmet Keefe	Chief Executive Officer and Secretary	2321 Rosecrans Ave., Suite 4200 El Segundo, CA 90245
Jacques Marine	Executive Vice President- Consulting	2321 Rosecrans Ave., Suite 4200 El Segundo, CA 90245
Steve Brickley	Executive Vice President- Products	2321 Rosecrans Ave., Suite 4200 El Segundo, CA 90245
Dean Terry	Executive Vice President- Sales	2321 Rosecrans Ave., Suite 4200 El Segundo, CA 90245
Mitchell Bishop	Chief Marketing Officer	2321 Rosecrans Ave., Suite 4200 El Segundo, CA 90245

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RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Maurice A. Martin, do hereby certify
That this Resolution of the Board of Directors of iRise
A corporation duly organized and existing under the laws of the State of California
Was duly adopted on December 8, 19 2005.

Resolved, that iRise, organized
and existing in the State of California, hereby adopts the
name iRise, Inc. for use in Florida.

Dated: December 8, 2005


Signature of at least one director

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**State of California
Secretary of State**

**CERTIFICATE OF STATUS
DOMESTIC CORPORATION**

I, BRUCE McPHERSON, Secretary of State of the State of California, hereby certify:

That on the 10TH day of JANUARY, 1997, IRISE became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great Seal
of the State of California this day of
December 13, 2005.



BRUCE McPHERSON
Secretary of State

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