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(Address)

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DuaneMorris*

FIRM and AFFILIATE OFFICES

STANLEY R. KAMINSKI
DIRECT DIAL: 312.499.0105
E-MAIL: SRKaminski@duanemorris.com

www.duanemorris.com

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April 11, 2006

Florida Department of State
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

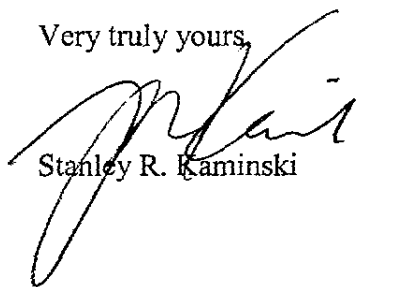
**Re: Cover Letter and Registration Forms For
Authorization to Transact Business in Florida**

Dear Sir or Madam:

Enclosed is a cover letter, Application by Foreign Corporation for Authorization to Transact Business in Florida, and Delaware Certificate of Authority. Please accept these documents and register Ai Metrix, Inc. as a foreign corporation with Florida. Also, enclosed is a check for \$70 for the filing fee.

If you have any questions concerning the above, please give me a call.

Very truly yours,


Stanley R. Kaminski

SRK/dn
Enclosure

cc: Shawn Parandeh

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COVER LETTER

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DIVISION OF CORPORATIONS
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TO: Registration Section
Division of Corporations

SUBJECT: AI METRIX, 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," 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:

SHAWN PARANDEH
(Name of Person)
AI METRIX, INC.
(Firm/Company)
11911 FREEDOM DR. #510
(Address)
RESTON, VIRGINIA 20190
(City/State and Zip code)

For further information concerning this matter, please call:

SHAWN PARANDEH at (703) 6681029
(Name of Person) (Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration 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.

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1. AI METRIX, 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. 94-3406239
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 08/24/2001 5. Perpetual
(Date of incorporation) (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. 11911 FREEDOM DR #510 RESTON, VIRGINIA 20190
(Principal office address)

11911 FREEDOM DR #510 RESTON, VIRGINIA 20190
(Current mailing address)

8. Software Sales & Support
(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)

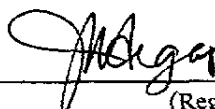
Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(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.



Judith B. Argao
Asst. Secretary & V. 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: PETER OLIVER
Address: 1101 INVESTMENT BLVD, STE 200, EL DORADO HILLS, CA 95762
Vice Chairman: _____
Address: _____
Director: WILLIAM GRABE
Address: Three PICKWICK Plaza, Greenwich, CT 06830
Director: PHILLIP TRAHANAS
Address: 11911 FREEDOM DR #510, RESTON, VA 20190

B. OFFICERS

President: PHILLIP CARRA
Address: 11911 Freedom Dr #510 RESTON VA 20190
Vice President: _____
Address: _____
Secretary: _____
Address: _____
Treasurer: SHAWN PARANDEH
Address: 11911 FREEDOM DR # 510 RESTON, VA 20190

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

Delaware

The First State

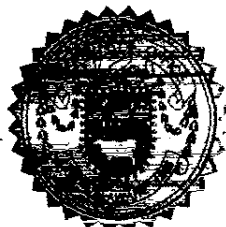
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PAGE 1
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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AI METRIX, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTH DAY OF MARCH, A.D. 2006.

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.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "AI METRIX, INC." WAS INCORPORATED ON THE TWENTY-FOURTH DAY OF AUGUST, A.D. 2001.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3419549 8300

AUTHENTICATION: 4573561

060224036

DATE: 03-07-06