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FOREIGN PROFIT/NONPROFIT CORPORATION

Brainfuse, Inc.

Certificate of Status	1
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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.

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1. Brainfuse, Inc.
(Name of corporation; must include the word "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. New York 3. 050592563
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. October 15, 2002 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon Filing
(Date first transacted business in Florida if prior to registration.)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)
7. 271 Madison Avenue, Floor 3, New York, NY 10016
(Principal office address)
- 271 Madison Avenue, Floor 3, New York, NY 10016
(Current mailing address)
8. Educational Services
(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: CorpDirect Agents, Inc.
Office Address: 515 Park Avenue
Tallahassee, Florida, 32301
(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.

Patricia Tadlock
(Registered agent's signature) Patricia Tadlock- Ass't Secretary

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 addresses of officers and/or directors:

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)Chairman: **Barry Silberzweig**Address: **271 Madison Avenue, New York, NY 10016**Vice Chairman: **Alex Sztuden**Address: **271 Madison Avenue, New York, NY 10016**Director: **Francesco Lecciso**Address: **271 Madison Avenue, New York, NY 10016**Director: **Samuel Gabriel**Address: **271 Madison Avenue, New York, NY 10016****B. OFFICERS**President: **Barry Silberzweig**Address: **271 Madison Avenue, New York, NY 10016**Vice President: **Alex Sztuden**Address: **271 Madison Avenue, New York, NY 10016**Secretary: **Francesco Lecciso**Address: **271 Madison Avenue, New York, NY 10016**Treasurer: **Samuel Gabriel**Address: **271 Madison Avenue, New York, NY 10016****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. **Barry Silberzweig - President**
(Typed or printed name and capacity of person signing application)08 SEP 22 AM 10:32
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**State of New York
Department of State } ss:**

I hereby certify, that the Certificate of Incorporation of BRAINFUSE, INC. was filed on 10/15/2002, with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is an existing corporation. I further certify the following:

A Biennial Statement was filed 12/14/2004.

I further certify, that no other documents have been filed by such Corporation.



*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 15th day of September
two thousand and six.*

A handwritten signature in black ink, appearing to read "Daniel Shapiro".

Daniel Shapiro
Special Deputy Secretary of State