2007 FOR PROFIT CORPORATION

FILED Aug 30, 2007 08:00 A Secretary of State ANNUAL REPORT **DOCUMENT # F06000006103** 1. Entity Name BRAINFUSE, INC. Principal Place of Business Mailing Address 271 MADISON AVE FLOOR 3 271 MADISON AVE FLOOR 3 NEW YORK, NY 10016 NEW YORK, NY 10016 08242007 No Chg-P CR2E034 (11/05) DO NOT WRITE IN THIS SPACE Applied For 4. FEI Number 05-0592563 Not Applicable \$8.75 Additional 5. Certificate of Status Desired Fee Bequired 6. Name and Address of Current Registered Agent CORPDIRECT AGENTS, INC. DO NOT WRITE 515 PARK AVE TALLAHASSEE, FL 32301 IN THIS SPACE 8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent. Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating) DATE 9. Election Campaign Financing \$5.00 May Be FILE NOW!!! FEE IS \$150.00 In accordance with s. 607.193(2)(b), F.S., the Trust Fund Contribution. corporation did not receive the prior notice. Added to Fees Due by September 14, 2007 10. OFFICERS AND DIRECTORS TITLE NAME SILBERZWEIG, BARRY STREET ADDRESS 271 MADISON AVE CITY-ST-ZIP NEW YORK, NY 10016 TITLE VCV SZTUDENWEIG, ALEX NAME STREET ADDRESS 271 MADISON AVE NEW YORK, NY 10016 CITY-ST-ZIP DS TITLE LECCISO, FRANCESCO NAME STREET ADDRESS 271 MADISON AVE DO NOT WRITE CITY-ST-ZIP NEW YORK, NY 10016 IN THIS SPACE GABRIEL, SAMUEL NAME STREET ADDRESS 271 MADISON AVE CITY-ST-ZIP NEW YORK, NY 10016 TITLE

I hereby certify that the information supplied with this filing does not qualify for the exemptions contained in Chapter 119. Florida Statutes. I further certify that the information indicated on this report or supplemental report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 10 or Block 11 if changed, or on an attachment with an address, with all other like empowered.

NAME STREET ADDRESS CITY-ST-ZIP TITLE NAME STREET ADDRESS CITY-ST-7IP

8/24/07

212-481-4810

Daytime Phone #