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## FOREIGN PROFIT/NONPROFIT CORPORATION

Clarity USA Inc.

Certificate of Status	1
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CT CORPORATION SYSTM  
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October 26, 2006

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

CT CORPORATION

SUBJECT: CLARITY USA INC.  
REF: W06000046992

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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. Clarity USA 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

(State or country under the law of which it is incorporated)

## 3. 98-0425696

(FEI number, if applicable)

## 4. May 6, 2004

(Date of incorporation)

## 5. Perpetual

(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. 2 Sheppard Ave E #800 Toronto, Ontario M2N 5Y7 Canada

(Principal office address)

## 1116 Wilson Ave #66123 Toronto, Ontario M3M 1G7

(Current mailing address)

## 8. Pending contract to sell software to greater Orlando Aviation Authority

(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: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation

(City)

, Florida 33324

(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.*

Carrie Buz

(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.

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TALLAHASSEE  
FLORIDA

## 12. Names and business addresses of officers and/or directors:

**A. DIRECTORS**

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: Mark NashmanAddress: 2 Sheppard Ave E #800 Toronto, Ontario M2N 5Y7 Canada

Director: \_\_\_\_\_

Address: \_\_\_\_\_

**B. OFFICERS**President: Mark NashmanAddress: 2 Sheppard Ave E #800 Toronto, Ontario M2N 5Y7 Canada

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: Frank PizzolatoAddress: c/o 2 Sheppard Ave E #800 Toronto, Ontario M2N 5Y7 Canada

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. Mark Nashman, President  
(Typed or printed name and capacity of person signing application)FILED  
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# Delaware

PAGE 1

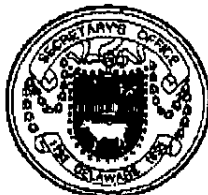
*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CLARITY USA 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 TWENTY-FIFTH DAY OF OCTOBER, A.D. 2006.

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

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

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*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5144512

DATE: 10-25-06