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To:
Division of Corporations
Fax Number : (850) 617-6381

From:
Account Name : INCORPORATING SERVICES FL
Account Number : I20050000052
Phone : (302) 531-0855
Fax Number : (866) 223-0765

FOREIGN PROFIT/NONPROFIT CORPORATION

N(i)2 U.S.A., Inc.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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T. Burch APR 11 2008

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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.

N(±)2 U.S.A., Inc.

1. (Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Ino.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. (State or country under the law of which it is incorporated) (FBI number, if applicable)

4. 05/02/2007 5. perpetual (Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 02/01/2008 (Date first transacted business in Florida, if prior to registration)

(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability) 4446 St-Laurent Blvd., Suite 300, Montreal, Quebec, Canada H2W 1Z5

7. (Principal office address) 4446 St-Laurent Blvd., Suite 300, Montreal, Quebec, Canada H2W 1Z5 (Current mailing address)

8. software development company (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: Incorporating Services, Ltd.

Office Address: 1540 Glenway Drive

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.

Shannon C. McCarty, Asst. 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.

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

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Joseph Hatchuel

Address: 4446 St-Laurent Blvd., Suite 300, Montreal, Quebec, Canada H2W 1Z5

Director: Philippe Castonguay

Address: 4446 St-Laurent Blvd., Suite 300, Montreal, Quebec, Canada H2W 1Z5

B. OFFICERS

President: Joseph Hatchuel

Address: 4446 St-Laurent Blvd., Suite 300, Montreal, Quebec, Canada H2W 1Z5

Vice President: Philippe Castonguay

Address: 4446 St-Laurent Blvd., Suite 300, Montreal, Quebec, Canada H2W 1Z5

Secretary: Philippe Castonguay

Address: 4446 St-Laurent Blvd., Suite 300, Montreal, Quebec, Canada H2W 1Z5

Treasurer: Philippe Castonguay

Address: 4446 St-Laurent Blvd., Suite 300, Montreal, Quebec, Canada H2W 1Z5

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. Philippe Castonguay, Vice President

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

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Delaware

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "N(I)2 U.S.A., 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 TENTH DAY OF APRIL, A.D. 2008.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "N(I)2 U.S.A., INC." WAS INCORPORATED ON THE SECOND DAY OF MAY, A.D. 2007.

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.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 6514392

DATE: 04-10-08

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