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FOREIGN PROFIT/NONPROFIT CORPORATION

COMMERCE INNOVATIONS, INC

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T. Burch OCT 3 2008

# 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. Commerce Innovations, 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. 26-2978374

(FEI number, if applicable)

4. 07/03/08

(Date of incorporation)

5. perpetual

(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. 8725 West Higgins Road, 9th Floor, Chicago, IL 60631

(Principal office address)

8725 West Higgins Road, 9th Floor, Chicago, IL 60631

(Current mailing address)

8. To engage in any lawful act or activity for which corporations may be organized

(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: NRAI Services, Inc.

Office Address: 2731 Executive Park Drive, Suite 4

Weston

(City)

, Florida 33331

(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.

NRAI Services, Inc.

(Registered agent's signature)

John L. Smith, Asst. 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.

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

## A. DIRECTORS

Chairman: Steven SjobladAddress: 5115 Green Farms Road  
Edina, MN 55436

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

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

Director: Jeffrey D. HoffmanAddress: 8725 West Higgins Road, 9th Floor  
Chicago, IL 60631Director: David BaerAddress: 4400 Baker Road  
Minnetonka, MN 55343

## B. OFFICERS

President: Jeffrey D. Hoffman/Chief Executive Officer  
Address: 8725 West Higgins Road, 9th Floor  
Chicago, IL 60631Executive Vice President: Timothy E. Takesue-Account Management and Sales Solutions  
Address: 8725 West Higgins Road, 9th Floor  
Chicago, IL 60631

Secretary: \_\_\_\_\_

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

Treasurer: Miguel Martinez, Jr./Chief Financial Officer  
Address: 8725 West Higgins Road, 9th Floor, Chicago, IL 60631

(see attached for additional officers and directors)

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Miguel Martinez, Jr.  
(Signature of Director or Officer listed in number 12 of the application)14. Miguel Martinez, Jr., Chief Financial Officer

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

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Attachment to Application by Foreign Corporation for Authorization to Transact Business in  
Florida of Commerce Innovations, Inc.

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

A. DIRECTORS

Director: Casey L. Gunnell  
Address: 385 Royal Palm Way  
Boca Raton, FL 33432

Director: Mary L. Jeffries  
Address: 4400 Baker Road  
Minnetonka, MN 55343

Director: Kenneth J. Roering  
Address: University of Minnesota  
321 - 19th Avenue South  
3-140 Carlson School of Management  
Minneapolis MN 55455-0413

B. OFFICERS

Glenn Weisberger - Executive Vice President-Business Development  
8725 West Higgins Road, 9<sup>th</sup> Floor  
Chicago, IL 60301

Amy Powers - Vice President-Technology  
8725 West Higgins Road, 9<sup>th</sup> Floor  
Chicago, IL 60301

Bruce Hutchison - Vice President-Marketing  
8725 West Higgins Road, 9<sup>th</sup> Floor  
Chicago, IL 60301

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# *Delaware*

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*The First State.*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "COMMERCE INNOVATIONS, 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 SECOND DAY OF OCTOBER, A.D. 2008.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "COMMERCE INNOVATIONS, INC." WAS INCORPORATED ON THE THIRD DAY OF JULY, A.D. 2008.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State  
AUTHENTICATION: 6889494

DATE: 10-02-08

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