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Florida Department of State

Division of Corporations

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FOREIGN PROFIT/NONPROFIT CORPORATION

Smarter Planet Aps

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W-1026

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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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. Smarter Planet, ApS
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp," "Inc," "Co," or "Corp.")

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

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

3. ______
(FEI number, if applicable)

4. 12/29/08
(Date of incorporation)

5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. N/A
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 931 N. State Rd 434, #1201-281
(Principal office address)

Altamonte Springs, FL 32714
(Current mailing address)

8. Software Sales
(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: Michelle Faten

Office Address: 931 N. State Rd 434, Suite 1201-281

Altamonte Springs, Florida 32714
(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.

Smarter Planet ApS
By: [signature]
Michelle Faten, CFO
(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: Angela Paymard

Address: 931 N. State Rd 434, 1201-281
Alta Monte Springs FL 32714

Vice Chairman: N/A

Address:

Director: Angela Paymard

Address: (above) 931 N. State Rd 434, 1201-281
Altamonte Springs, FL 32714

Director: N/A

Address:

B. OFFICERS

President: Angela Paymard

Address: 931 N. State Rd 434, 1201-281
Altamonte Springs, FL 32714

Vice President: N/A

Address:

Secretary: Michelle Fateh

Address: 931 N. State Rd 434, 1201-281 Altamonte Springs, FL 32714

Treasurer: Michelle Fateh

Address: (above)

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

13. Smarter Planet MS By: MF Michelle Fateh, Secretary
(Signature of Director or Officer listed in number 12 of the application)

14. Michelle Fateh, Secretary / Treasurer
(Typed or printed name and capacity of person signing application)

ERHVERVS- OG SELSKABSSTYRELSEN

CVR-NR 31581005
Udskrevet 11.12.2008
Side 1

Erhvervs- og Selskabsstyrelsen
Kampmannsgade 1
1780 København V
E-post selskab@eogs.dk

SAMMENSKREVET RESUMÉ

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SELSKABSNAVN:
ApS KBURS 17 NR. 6735

Seneste registrering: 11.12.2008 Stiftelses-dato: 01.11.2008

Seneste vedtægtsdato: 01.11.2008

Hjemsteds adresse: Kronprinsessegade 18
1306 København K

Hjemsteds kommune: København

Formål: Selskabets formål er at drive handel og industri

Anparts-kapital: Kr. 125.000,00

Stiftere: ApS KBUS 38 NR. 3117
Kronprinsessegade 18
1306 København K

Direktion: Advokat Peter Andreas Stakemann
Kronprinsessegade 18, 3.
1306 København K

Tegningsregel: Selskabet tegnes af en direktør

Regnskabsår: 01.01 - 31.12

Første regnskabsperiode: 01.11.2008 - 31.12.2009

Registrering er sket.

VEDTÆGTER	ARTICLES OF ASSOCIATION
for	for
Smarter Planet ApS	Smarter Planet ApS
SELSKABETS NAVN, HJEMSTED OG FORMÅL	**NAME, REGISTERED OFFICE AND OBJECT OF THE COMPANY**
§ 1.	**Article 1**
Selskabets navn er Smarter Planet ApS. Selskabets hjemsted er København kommune.	The Company's name is Smarter Planet ApS. The Company's registered office is situated in the Municipality of Copenhagen.
§ 2.	**Article 2**
Selskabets formål er software udvikling og handel.	The object of the Company is to carry out software development and trade.
SELSKABETS KAPITAL	***THE CAPITAL OF THE COMPANY***
§ 3.	**Article 3**
Selskabets anpartskapital er kr. 125.000,00, skriver kroner et hundrede to ti fem tusinde 00/100, fordelt på en eller flere anparter á kr. 1.000,00 eller multipla heraf.	The share capital of the Company is DKK 125,000,00 (one hundred twenty five thousand Kroner 00/100) denominated in one or more shares of DKK 1.000,00 or multiples thereof.
Anpartskapitalen er fuldt indbetalt.	The share capital is fully paid up.
§ 4.	**Article 4**
Anpartshaveres navn og adresse indføres i anpartsbogen.	The names and addresses of the shareholders shall be recorded in the Company's register of shareholders.
Ingen anpart har særlige rettigheder. Ingen anpartshaver er pligtig at lade sine anparter indløse helt eller delvis.	No share shall entail special rights. No shareholder shall be obliged to let the Company or others submit his shares for encashment in whole or in part.
I tilfælde af anpartsovergang tilkommer der de øvrige anpartshavere forkøbsret til anparterne. Omfatter anpartsovergangen flere anparter, kan forkøbsretten alene udøves for alle anparter omfattet af anpartsovergangen.	In the event of transfer of shares the other shareholders shall hold pre-emptive rights to the shares. Should the transfer of shares comprise several shares the pre-emptive right shall apply to all shares transferred.
Ved anpartsovergang forstås enhver overførsel af ejerskab til anpartshaver, herunder, men ikke begrænset, til overgang ved salg, gave,	Transfer of shares means any transfer of ownership of shares, including, but not limited to transfer in connection with sale, gift, inheritance, estate division related to

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arv, i forbindelse med bodeling ved separation eller skilsmisse, samt ved retsforfølgning.

Meddelelse om anpartsovergang skal gives direktionen, som repræsenterer de øvrige anpartshavere. Det påhviler direktionen efter at have modtaget sådan meddelelse om anpartsovergang uopholdelig at gøre de andre anpartshavere bekendt hermed. Anpartshavere, der ønsker at købe anparterne omfattet af anpartsovergangen, skal give direktionen meddelelse herom inden to måneder efter, at direktionen har afgivet meddelelse om anpartsovergangen. Direktionen skal efter periodens udløb uopholdelig give den overdragende anpartshaver meddelelse om, hvorvidt en eller flere af de øvrige anpartshavere ønsker at bringe forkøbsretten i anvendelse.

De øvrige anpartshavere har indbyrdes forkøbsret i forhold til deres anparter. Vederlag for anparterne fastsættes til den kurs, der modsvarer anpartens indre værdi. Såfremt anpartshaverne ikke inden 4 uger efter, at den overdragende anpartshaver har modtaget meddelelse om, at en eller flere af de andre anpartshavere ønsker at købe anparterne omfattet af anpartsovergangen, har opnået enighed om værdien, fastsættes denne af en af Foreningen af Statsautoriserede Revisorer eller Foreningen af Registrerede Revisorer udpeget vurderingsmand. Efter nævnte 4 ugers frists udløb kan såvel direktionen som enhver af anpartshaverne rette henvendelse til Foreningen af Statsautoriserede Revisorer eller Foreningen af Registrerede Revisorer med henblik på udpegning af vurderingsmand.

Senest to måneder efter, at købesummen er fastsat i henhold til ovennævnte bestemmelser, skal købesummen berigtiges.

§ 5.

Når den reviderede årsrapport (årsregnskab) er godkendt af generalforsamlingen, udbetales det årlige udbytte på selskabets kontor til den, der i anpartsbogen står indtegnet som ejer af de pågældende anparter. Udbytte, der ikke er hævet inden 5 år efter forfaldsdagen, tilfalder

separation or divorce proceedings, as well as legal proceedings.

The Board of Management representing the other shareholders shall be notified of transfer of shares. The Board of Management shall upon notification of transfer of shares inform the other shareholders thereof without delay. Shareholders wishing to buy the shares comprised by the transfer of shares shall notify the Board of Management thereof at the latest two months after notification by the Board of Management of the transfer of shares. The Board of Management shall without delay at the end of the period inform the transferor of whether one or several of the other shareholders wish to make use of their pre-emptive right.

The other shareholders have mutual pre-emptive rights regarding their shares. Payment of shares is fixed at the price equivalent to the intrinsic value of the share. Should the shareholders fail to reach an agreement on the value at the latest four weeks after the transferor has been notified that one or several of the shareholders wish to purchase the shares comprised by the transfer of shares, the price will be set by an assessor appointed by the Danish Institute of State Authorized Public Accountants or the Danish Institute of Registered Public Accountants for appointment of an assessor. After the mentioned notice of four weeks the Board of Management as well as any of the shareholders may make application to the Danish Institute of State Authorized Public Accountants or the Danish Institute of Registered Public Accountants for appointment of an assessor.

The purchase price shall be settled no later than two months after the determination of the purchase price pursuant to the aforementioned provisions.

Article 5

Annual dividend shall be forwarded to the shareholders at the addresses recorded in the Company's register of shareholders immediately after the ordinary general meeting, provided that the audited accounts have been adopted by the general meeting. Dividends not encashed five years after the

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selskabets dispositionsfond.

GENERALFORSAMLINGER

§ 6.

Selskabets generalforsamlinger afholdes på hjemstedet.

Ordinær generalforsamling afholdes inden 5 måneder efter udløbet af hvert regnskabsår.

Ekstraordinær generalforsamling skal afholdes senest 2 uger efter, at direktionen, revisor, en anpartshaver eller en generalforsamling har forlangt det.

Generalforsamlinger indkaldes af direktionen ved brev til anpartshaverne på den til anpartshaverfortegnelsen opgivne adresse med højst fire uger og mindst otte dages varsel. I indkaldelsen skal angives, hvilke anliggender der skal behandles på generalforsamlingen. Såfremt forslag til vedtægtsændringer skal behandles på generalforsamlingen, skal forslagets væsentligste indhold angives i indkaldelsen.

Senest otte dage før generalforsamlingen skal dagsordenen og de fuldstændige forslag samt for den ordinære generalforsamlings vedkommende tillige årsrapport (årsregnskab) med revisionspåtegning og ledelsesberetning tilstilles enhver noteret anpartshaver og samtidig fremlægges til eftersyn for anpartshaverne på selskabets kontor.

Meddelelse om indkaldelsen skal gives selskabets medarbejdere, dersom disse har afgivet meddelelse til direktionen efter Anpartsselskabslovens § 22, stk. 1 og 6, jfr. § 31. Tilsvarende meddelelse skal gives til koncernmedarbejdere, hvis datterselskabernes medarbejdere har givet meddelelse til direktionen efter Anpartsselskabslovens § 32,

date of maturity shall accrue to the Company.

GENERAL MEETINGS

Article 6

General meetings of the Company shall be held at the registered office.

The ordinary general meeting shall be held within five months after the end of each financial year.

Extraordinary general meetings shall be held when considered appropriate by the Board of Management, an auditor or the general meeting. An extraordinary general meeting shall be convened within two weeks of being requested in writing by shareholders owning 1/10 of the share capital for consideration of a matter expressly described.

General meetings shall be convened by the Board of Management at a notice of at most four weeks and at least fourteen days by letter to the shareholders at the addresses recorded in the Company's register of shareholders. The convening notice shall indicate items for consideration at the general meeting. Should proposals for amendments to the Articles of Association be under consideration at the general meeting, all important details thereof shall be included in such notice.

No later than eight days before the general meeting, the agenda and the proposals to be submitted at the general meeting in their entirety, as well as, in respect of ordinary general meetings, annual accounts endorsed with an auditor's certificate, as well as the annual report, shall be sent to all registered shareholders and moreover be available at the offices of the Company for inspection by the shareholders.

The .employees of the Company shall be informed of the convening notice, should they have notified the Board of Management according to paragraph 22, section 1, subsection 6 of the Danish Act of Limited Liability Companies.

stk. 2 og 6, jfr. § 31.

Enhver anpartshaver har ret til at få et bestemt emne behandlet på generalforsamlingen, såfremt denne skriftligt fremsætter krav herom overfor direktionen senest fem uger inden generalforsamlingens afholdelse.

§ 7.

På den ordinære generalforsamling skal foretages:

1. Valg af dirigent.
2. Direktionens beretning om selskabets virksomhed i det forløbne år.
3. Framlæggelse af årsrapport (årsregnskab) med revisionspåtegning til godkendelse samt ledelsesberetning.
4. Beslutning om anvendelse af overskud eller dækning af tab i henhold til det godkendte regnskab.
5. Valg af direktion.
6. Valg af revisor.
7. Eventuelle forslag fra direktion eller anpartshavere.

REPRÆSENTATION OG STEMMERET

§ 8.

Enhver anpartshaver er berettiget til at deltage i generalforsamlingen og tage ordet der.

Anpartshavere har ret til at møde på generalforsamlinger ved fuldmægtig, som skal framlægge skriftlig og dateret fuldmagt. Denne kun ikke gives for længere tid end eet år.

Hvert anpartsbeløb på kr. 1.000,00 giver een stemme.

En anpartshaver, der har erhvervet anparter ved overdragelse, kan ikke udøve stemmeret for de pågældende anparter, før der er forløbet en måned efter at anpartshaveren er noteret i fortegnelsen over anpartshavere eller har anmeldt og dokumenteret sin erhvervelse.

Ovennævnte krav kan fraviges, såfremt hele anpartskapitalen er repræsenteret på generalforsamlingen og samtlige anpartshavere stemmer herfor.

Any shareholder shall be entitled to raise a certain subject at the general meeting, provided the Board of Management is notified thereof in writing no later than five weeks before the general meeting.

Article 7

The agenda of the ordinary general meeting shall comprise the following:

1. Appointment of Chairman of the meeting
2. The Board of Management's report on the Company's activities during the past year.
3. Submission of the audited annual accounts for approval as well as annual report.
4. Resolution of the allocation of profit.
5. Election of members of the Board of Management.
6. Appointment of auditor.
7. Any proposals from the Board of Management or shareholders.

REPRESENTATION AND VOTING RIGHT

Article 8

Any shareholder shall be entitled to attend the general meeting and take the floor.

Any shareholder shall be entitled to be represented by proxy, who shall submit a dated power of attorney in writing, which may not be granted for more than one year.

Each share amount of DKK 1.000,00 shall carry one vote.

A shareholder who has acquired shares by way of transfer cannot exercise voting rights for the shares in question until one month after the shareholder has been recorded in the Company's register of shareholders or has notified and documented his acquisition.

The aforementioned requirements can be waived if the entire share capital is represented at the general meeting and all shareholders have voted in favour thereof.

Only proposals on the agenda can be decided

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På generalforsamlingen kan der kun træffes beslutning om de forslag, der har været optaget på dagsordenen. De på generalforsamlingen behandlede anliggender afgøres ved simpelt stemmeflertal, medmindre Anpartsselskabsloven eller vedtægterne foreskriver særlige regler om repræsentation og majoritet.

Står stemmerne lige, skal valg af dirigent, medlemmer af direktionen, revisorer og lignende afgøres ved lodtrækning.

Over det på generalforsamlingen passerede indføres beretning i selskabets forhandlingsprotokol, der underskrives af dirigenten.

Såfremt samtlige anpartshavere er enige herom, kan en beslutning træffes uden afholdelse af generalforsamling, eller uden iagttagelse af reglerne om fremgangsmåden ved afholdelsen af generalforsamling. Beslutningen skal dog indføres i selskabets forhandlingsprotokol.

§ 9.

Selskabet skal ikke have nogen bestyrelse.

§ 10.

Generalforsamlingen ansætter en eller flere direktører i selskabet og fastsætter vilkårene for den eller disses stilling.

§ 11.

Selskabet tegnes af en direktionenor.

REGNSKAB OG REVISION

§ 12.

Selskabet har i overensstemmelse med Årsregnskabslovens kapitel 2 a § 10a fravalgt revision for det kommende regnskabsår.

at the general meeting. The business transacted at the general meeting shall be decided by simple majority vote, unless the Danish Companies Act or the Articles of Association stipulate special rules on representation and majority.

In case of a tied vote for appointment of Chairman of the meeting, election of members of the Board of Management, appointment of auditors, etc. the election and appointments shall be decided by the drawing of lots.

A short account of the deliberations of a general meeting shall be entered in minutes, which shall be signed by the Chairman of the meeting.

If all shareholders agree to this a matter may be resolved without holding a general meeting or without observing the rules concerning procedure at general meetings. However, the resolution shall be entered in the Company's minutes.

Article 9

The company shall have no Board of Directors.

Article 10

The general meeting shall appoint one or more Managers of the Company and shall determine the terms of the Manager's/Managers' position.

Article 11

Power to bind the Company shall be held by a Manager.

ACCOUNT AND AUDIT

Article 12

In pursuance of Chapter 2 a Sect. 10a of the Danish Financial Statements Act, the Company has decided against electing an auditor for the coming financial year.

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§ 13.

Selskabets regnskabsår løber fra 1. januar til 31. december.
Første regnskabsår løber dog fra selskabets stiftelse den 1. november 2008 til den 31. december 2009.

§ 14.

Årsrapporten (årsregnskabet) opgøres under omhyggelig hensyntagen til tilstedeværende værdier og forpligtelser og under foretagelse af forsvarlige afskrivninger.

Henstår der uafskrevet underskud fra tidligere år, skal overskud først anvendes til afskrivning af dette. Efter at henlæggelser har fundet sted, udredes tantième til direktionen efter generalforsamlingens nærmere bestemmelse.

Restbeløbet anvendes efter generalforsamlingens bestemmelse til yderligere henlæggelse, overførsel til næste års regnskab eller inden for den gældende lovgivnings regler til udbytte til anpartshavere.

Således vedtaget den 29. december 2008.

Som direktion:

Angela Paymard

Article 13

The Company's financial year shall run from January the first to December the thirty-first.
The first financial year shall run from the establishment of the Company on November the first to December the thirty-first, 2009.

Article 14

The annual accounts shall be prepared in careful consideration of existing assets and liabilities and shall include necessary depreciation.

In the event of any deficit not written off from previous years any profit shall first be allocated for depreciation thereof. Having made allocations shares of profit shall be paid to the Management as determined by the general meeting.

As determined by the general meeting the remainder shall be subject to further allocation, transfer to the annual accounts for the next financial year or allocated in accordance with the provisions on dividend to shareholders laid down in the current Danish legislation.

As adopted on December the twenty-ninth, 2008.

As Manager:

Angela Paymard

[This document is a translation of the Danish version of the document. In case of discrepancy, the Danish version shall prevail.]

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STAKEMANN

Share Certificate Book

Nr.	Nominal share capital	Date	Shareholders	Remarks
	125.000,00	November first, 2008	~~ApS KBUS 38 nr. 3112 c/o Aktieselskabet Stakemann Kronprinsessegade 18 1306 København K.~~	Name of the company: ApS KBURS 17 nr. 6735 CVR-nr. 3188 1005
	125.000,00	December twenty-ninth, 2008	Angela Paymard 1920 Boothe Circle, suite 200 32750 Longwood, FL	The company changes name to: Smarter Planet ApS