

**F10000000189**

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

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

From: Account Name : C T CORPORATION SYSTEM  
Account Number : FCA000000023  
Phone : (850) 222-1092  
Fax Number : (850) 878-5368

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\*

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

FOREIGN PROFIT/NONPROFIT CORPORATION

Axia Acquisition Corporation

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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J. Shivers MAR 10 2010

**COVER LETTER**

**TO:** New Filing Section  
Division of Corporations

**SUBJECT:** Axis Acquisition Corporation  
Name of corporation - must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," or "Certificate of Good Standing" and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Leah Christensen  
 \_\_\_\_\_  
 Name of Person

Goldberg Kohn Ltd.  
 \_\_\_\_\_  
 Firm/Company

55 E. Monroe St., Ste. 3300  
 \_\_\_\_\_  
 Address

Chicago, IL 60603  
 \_\_\_\_\_  
 City/State and Zip code

Corporate TaxParalegals@goldbergkohn.com  
 \_\_\_\_\_  
 E-mail address; (to be used for future annual report notification)

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TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

\_\_\_\_\_ at (\_\_\_\_\_) \_\_\_\_\_  
 Name of Person Area Code & Daytime Telephone Number

**STREET/COURIER ADDRESS:**  
New Filing Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**  
New Filing Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

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. Axis Acquisition Corporation  
(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 3. 27-1913076  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 12/15/2009 5. Perpetual  
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. 401 Wilshire Boulevard, Suite 850, Santa Monica, CA 90401  
(Principal office address)

same  
(Current mailing address)

8. SEE ATTACHMENT  
(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, Florida 33324  
(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.*

CT Corporation System  
By: Kelly Snedden  
(Registered agent's signature)

Kelly Snedden  
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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TALLAHASSEE, FLORIDA

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

**A. DIRECTORS SEE ATTACHMENT**

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

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

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

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

Director: Christopher Brothers

Address: 401 Wilshire Blvd., Ste. 850

Santa Monica, CA 90401

Director: David Browne

Address: 500 Campus Drive, Ste. 220

Florham Park, NJ 07932

**B. OFFICERS SEE ATTACHMENT**

President: Christopher Brothers

Address: 401 Wilshire Blvd., Ste. 850

Santa Monica, CA 90401

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

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

Secretary: Christopher Brothers

Address: 401 Wilshire Blvd., Ste. 850, Santa Monica, CA 90401

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. Christopher Brothers, President

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

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**Attachment to Florida  
Purpose Clause**

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of its jurisdiction of incorporation

**Officers & Directors**

- |   |                   |                                   |
|---|-------------------|-----------------------------------|
| 1 | Full Name:        | Andrew Garner                     |
|   | Officer/Director: | Officer                           |
|   | Officer's Title:  | CFO                               |
|   | Director's Title: |                                   |
|   | Business Address: | 3350 Breckinridge Blvd., Ste. 100 |
|   | City:             | Duluth                            |
|   | State:            | GA                                |
|   | ZIP Code:         | 30096                             |
| 2 | Full Name:        | Peter Alexander                   |
|   | Officer/Director: | Officer                           |
|   | Officer's Title:  | CRO                               |
|   | Director's Title: |                                   |
|   | Business Address: | 3350 Breckinridge Blvd., Ste. 100 |
|   | City:             | Duluth                            |
|   | State:            | GA                                |
|   | ZIP Code:         | 30096                             |
| 3 | Full Name:        | Mark Hardy                        |
|   | Officer/Director: | Director                          |
|   | Officer's Title:  |                                   |
|   | Director's Title: | Other Director                    |
|   | Business Address: | 10877 Wilshire Blvd., Ste. 2100   |
|   | City:             | Los Angeles                       |
|   | State:            | CA                                |
|   | ZIP Code:         | 90024                             |

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AXIA ACQUISITION CORPORATION" 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 FIFTH DAY OF MARCH, A.D. 2010.

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  
HALL AHSSEL, FLORIDA

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You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7851435

DATE: 03-05-10