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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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Email Address: _____ (See attached)

FOREIGN PROFIT/NONPROFIT CORPORATION

AquaSpy Group, Inc.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 0 |
| Page Count | 05 |
| Estimated Charge | \$70.00 |

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DIVISION OF CORPORATIONS
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MRD 3/17

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: 2961 MacArthur Blvd., Suite 132 - Santa Ana, CA 92704

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:

Denise Wu

Name of Person

Wilson Sonsini Goodrich & Rosati, PC

Firm/Company

One Market, Spear Tower, Suite 3300

Address

San Francisco, CA 94015

City/State and Zip code

bmoeller@aquaspy.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Denise Wu

at (415) 947-2019

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:

- | | | | |
|---|--|---|---|
| <input type="checkbox"/> \$70.00 Filing Fee | <input type="checkbox"/> \$78.75 Filing Fee & Certificate of Status | <input type="checkbox"/> \$78.75 Filing Fee & Certified Copy | <input type="checkbox"/> \$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. AquaSpy Group, 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. 27-2109081

(FEI number, if applicable)

4. March 5, 2010

(Date of incorporation)

5. Perpetual

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

Upon qualification

6. _____

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

7. 2961 MacArthur Blvd., Suite 132 - Santa Ana, CA 92704

(Principal office address)

2961 MacArthur Blvd., Suite 132 - Santa Ana, CA 92704

(Current mailing address)

8. Water management

(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.

By: _____

CT Corporation System

(Registered agent's signature)

**NASEEM A. CONDE
SPECIAL 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.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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A. DIRECTORS

Chairman: Bruce Moeller

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Address: 2961 MacArthur Blvd., Suite 132 - Santa Ana, CA 92704

Vice Chairman: Don Blackmore

Address: 2961 MacArthur Blvd., Suite 132 - Santa Ana, CA 92704

Director: Joerg Sperling

Address: 2961 MacArthur Blvd., Suite 132 - Santa Ana, CA 92704

Director: Andrew Ziolkowski

Address: 2961 MacArthur Blvd., Suite 132 - Santa Ana, CA 92704

B. OFFICERS

President: Steve Quindlan

Address: 2961 MacArthur Blvd., Suite 132 - Santa Ana, CA 92704

Vice President:

Address:

Secretary: Cynthia Jamison

Address: 2961 MacArthur Blvd., Suite 132 - Santa Ana, CA 92704

Treasurer: Cynthia Jamison

Address: 2961 MacArthur Blvd., Suite 132 - Santa Ana, CA 92704

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

13. Bruce Moeller 3-11-10

(Signature of Director or Officer listed in number 12 of the application)

14. Bruce Moeller - Chief Executive Officer

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

Delaware

The First State

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PAGE SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AQUASPY GROUP, 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 FIFTEENTH DAY OF MARCH, A.D. 2010.

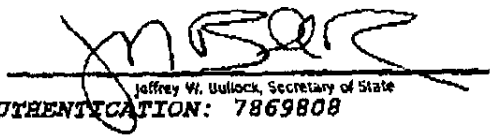
AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

4793069 8300

100280208

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7869808

DATE: 03-15-10