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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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(Business Entity Name)

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2010 MAY 10 A 7:53

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D.A. WHITE
MAY 01 2010

FILED

COVER LETTER

2010 MAY 10 A 7:53

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO: New Filing Section
Division of Corporations

SUBJECT: SPS Commerce, Inc.

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:

Don Stende

Name of Person

SPS Commerce, Inc.

Firm/Company

333 South 7th St, Ste 1000

Address

Minneapolis, MN 55402

City/State and Zip code

dbstende@spscommerce.com

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

For further information concerning this matter, please call:

Don Stende

at (612) 435-9487

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 4, 2010

DON STENDE
SPS COMMERCE, INC.
333 SOUTH 7TH ST, STE 1000
MINNEAPOLIS, MN 55402

SUBJECT: SPS COMMERCE, INC.
Ref. Number: W10000021553

We have received your document for SPS COMMERCE, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 245-6933.

Dale White
Regulatory Specialist II

Letter Number: 510A00011033

**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*

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2010 MAY 10 A 7:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. SPS Commerce, 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 3. 41-2015127
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 5/30/2001 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. 333 South 7th St, Ste 1000 Minneapolis, MN 55402
(Principal office address)

333 South 7th St, Ste 1000 Minneapolis, MN 55402
(Current mailing address)

8. Provide Software as a Service to Customers
(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: C T 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.

By: Michele Miller **Michele Miller**
(Registered agent's signature) **Assistant 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.

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

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2010 MAY 10 A 7:53

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Archie Black

Address: 333 South 7th St Ste 1000

Minneapolis, MN 55402

Vice President: Kimberly Nelson

Address: 333 South 7th St Ste 1000

Minneapolis, MN 55402

Secretary: _____

Address: _____

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. Kim Nelson

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

Delaware

PAGE 1

The First State

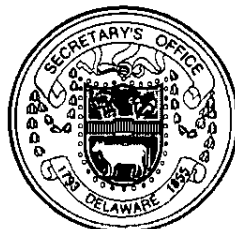
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SPS COMMERCE, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWELFTH DAY OF APRIL, A.D. 2010.

FILED
2010 MAY 10 A 7:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3381678 8300

100321569

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7926444

DATE: 04-12-10