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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 : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1515

**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
CERTICA SOLUTIONS, INC.**

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 0 |
| Page Count | 06 |
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Corporate Filing Menu

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
11 APR 13 AM 10:40
DIVISION OF CORPORATIONS

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Certica Solutions, 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:

Lynn Wolf, Corporate Controller

Name of Person

Certica Solutions, Inc.

Firm/Company

301 Edgewater Place, Suite 110

Address

Wakefield, MA 01880

City/State and Zip code

lwolf@certicasolutions.com

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

For further information concerning this matter, please call:

Lynn Wolf

Name of Person

at (781) 245-4515 x228

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.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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1. Certica Solutions, Inc.

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

N/A

(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. 54-2027292

(FEI number, if applicable)

4. March 9, 2001

(Date of incorporation)

5. Perpetual

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

6. April 1, 2011

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

7. 301 Edgewater Place, Suite 110, Wakefield, MA 01880

(Principal office address)

301 Edgewater Place, Suite 110, Wakefield, MA 01880

(Current mailing address)

8. Sale of computer software and related services

(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

(City)

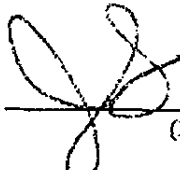
, Florida 32301

(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.

Jeanine Reynolds
as its agent



(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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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: Jeffrey AverickAddress: c/o: Certica Solutions, Inc., 301 Edgewater Place, Suite 110, Wakefield, MA
c/o: Certica Solutions, Inc., 301 Edgewater Place, Suite 110, Wakefield, MA

Vice Chairman: _____

Address: _____

Director: Mark RankovicAddress: c/o: Certica Solutions, Inc., 301 Edgewater Place, Suite 110, Wakefield, MA
01880Director: Edward WilliamsAddress: c/o: Brook Venture Partners, 301 Edgewater Place, Suite 425, Wakefield, MA
01880(SEE ADDITIONAL LIST)
B. OFFICERSPresident: Mark RankovicAddress: c/o: Certica Solutions, Inc., 301 Edgewater Place, Suite 110, Wakefield, MA 01880

Vice President: _____

Address: _____

Secretary: Jeffrey AverickAddress: c/o: Certica Solutions, Inc., 301 Edgewater Place, Suite 110, Wakefield, MA 01880Treasurer: Mark RankovicAddress: c/o: Certica Solutions, Inc., 301 Edgewater Place, Suite 110, Wakefield, MA 01880

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

13. _____

Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. Mark Rankovic, President & CEO

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

Application by Foreign Corporation for Authorization to Transact Business in Florida

Certica Solutions, Inc. – FEIN: 54-2027292

Additional Directors

Martin Brutosky, 33 Monroe Place, Apt 3R, Brooklyn, NY 11201

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TALLAHASSEE, FLORIDA

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CERTICA SOLUTIONS, 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. 2011.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CERTICA SOLUTIONS, INC." WAS INCORPORATED ON THE NINTH DAY OF MARCH, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

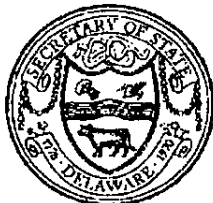
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.


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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8689153

DATE: 04-12-11