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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

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
ICUC/IPROSPECT MODERATION SERVICES, INC.

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$70.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Ps 8/25/11

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: ICUC/PROSPECT MODERATION SERVICES, 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:

Julia Coto
Name of Person

iProspect
Firm/Company

200 Clarendon St, 23rd Floor
Address

Victoria, British Columbia
City/State and Zip code

julia.coto@iprospect.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Francis M. Ferrara at (617) 449-4191
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. ICUC/PROSPECT MODERATION SERVICES, INC.

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

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

2. Victoria, British Columbia

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

3. 98-1010542

(FEI number, if applicable)

4. 05/11/2011

(Date of incorporation)

5. Perpetual

(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. 200 Clarendon St, 23rd Floor, Boston, MA 02116

(Principal office address)

same

(Current mailing address)

8. Any lawful activity for which corporations may be organized.

(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

(City)

, Florida 46204

(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.

C T Corporation System

By: Amy Berteletti

(Registered agent's signature)

**AMY BERTELETTI
VICE PRESIDENT**

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 *See attachment*

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

Address: _____

Vice President: _____

Address: _____

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

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. _____

Robert Murray, Chief Executive Officer

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

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ICUC/PROSPECT MODERATION SERVICES INC. (the "Company")
OFFICERS AND DIRECTORS

The Company certifies that the following persons are Officers of the Company:

NAME
Louise Gauthier, CFO Aegis Media Inc.
Francis Ferrara, CFO iProspect
Julia Caro, Finance Director iProspect
Maurice Pierre Gingras, CEO ICUC iProspect Moderation Services, Inc.
Robert Murray, CEO iProspect

The Company certifies that the following persons are Directors of the Company:

NAME
Louise Gauthier
Maurice Pierre Gingras
Robert Murray
Keith Bilous
Dave Wein
Nigel Morris

ADDRESS
6160 Couperin, Brossard, Quebec J4Z 0E9
6160 Couperin, Brossard, Quebec J4Z 0E9
200 Clarendon St, 23rd Floor, Boston, MA 02116
200 Clarendon St, 23rd Floor, Boston, MA 02116
200 Clarendon St, 23rd Floor, Boston, MA 02116
PO Box 278 MacCreary Manitoba, Canada R0J 1B0
200 Clarendon St, 23rd Floor, Boston, MA 02116

ADDRESS
6160 Couperin, Brossard, Quebec J4Z 0E9
6160 Couperin, Brossard, Quebec J4Z 0E9
PO Box 278 MacCreary Manitoba, Canada R0J 1B0
200 Clarendon St, 23rd Floor, Boston, MA 02116
200 Clarendon St, 23rd Floor, Boston, MA 02116
212 Hatfield Ave, Headingley, MB R4J 1B1
150 East 42nd Street, 14th Floor New York, NY 10017
150 East 42nd Street, 14th Floor New York, NY 10017

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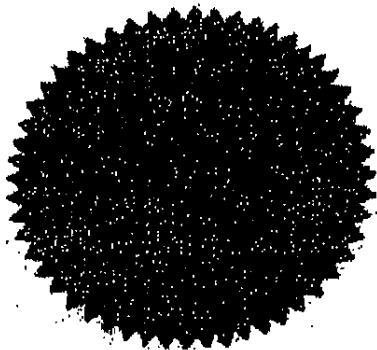
CERTIFICATE OF GOOD STANDING

BUSINESS CORPORATIONS ACT

I Hereby Certify that, according to the corporate register maintained by me, ICUC/IPROSPECT MODERATION SERVICES, INC. was incorporated as a company under the laws of the Province of British Columbia, is a valid and existing company and is, with respect to the filing of annual reports, in good standing.

*Issued under my hand at Victoria, British Columbia
On August 1, 2011*

RON TOWNSHEND
Registrar of Companies
Province of British Columbia
Canada



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