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COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: MODERN MIND, INC dba BEARINGS BRANDING, 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:

Daniel Rogers

Name of Person

Modern Mind, Inc dba Bearings Branding Inc

Firm/Company

10790 Falk Road NE

Address

Bainbridge Island, WA 98110

City/State and Zip code

drogers@bearingsbranding.com

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

For further information concerning this matter, please call:

Natalie Davidson

Name of Person

at (206)

780-1966

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

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

2. Washington 3. 91-1928122
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 8/1/1998 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. JANUARY 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. 10790 FALK ROAD NE BAINBRIDGE ISLAND WA 98110
(Principal office address)

SAME

(Current mailing address)

8. Any lawful business or activity under Florida Law
(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: Northwest Registered Agent LLC

Office Address: 3111 W. Dr. MLK Blvd., STE 100-B180

Tampa, Florida 33607
(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.



Dan Keen-Manager

(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.

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

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Daniel Rogers

Address: 10790 Falk Rd NE

Bainbridge Island, WA 98110

Vice President: Thomas Webb

Address: 5632 IRISH PAT MURPHY Dr

Parker, CO 80134

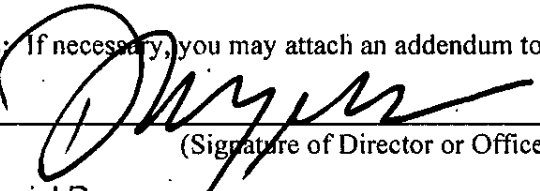
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. X  3/7/2012
(Signature of Director or Officer listed in number 12 of the application)

14. Daniel Rogers
(Typed or printed name and capacity of person signing application)

UNITED STATES OF AMERICA

The State of



Washington

Secretary of State

I, SAM REED, Secretary of State of the State of Washington and custodian of its seal, do hereby
issue this

**CERTIFICATE OF EXISTENCE/AUTHORIZATION
OF
MODERN MIND, INC.**

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JILL MASSEY, CLERK

I FURTHER CERTIFY that the records on file in this office show that the above named Profit Corporation was formed under the laws of the State of WA and was issued a Certificate Of Incorporation in Washington on 8/13/1998.

I FURTHER CERTIFY that as of the date of this certificate, MODERN MIND, INC. remains active and has complied with the filing requirements of this office.

Date: February 28, 2012

UBI: 601-897-872



Given under my hand and the Seal of the State
of Washington at Olympia, the State Capital

Sam Reed, Secretary of State