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(Address)

(Address)

(City/State/Zip/Phone #)

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COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Engrade, 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:

David Stephens

Name of Person

Engrae, Inc.

Firm/Company

1327 Ocean Ave Suite I

Address

Santa Monica, CA 90401

City/State and Zip code

accounting@engrade.com

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

For further information concerning this matter, please call:

David Stephens

Name of Person

at (310) 935-4351

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 checked="" 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. Engrade, 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. DE

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

3. 45-3809387

(FEI number, if applicable)

4. 10/20/2011

(Date of incorporation)

5. Perpetual

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

6. _____

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

7. 1327 Ocean Ave Suite I Santa Monica, CA 90401

(Principal office address)

1327 Ocean Ave Suite I Santa Monica, CA 90401

(Current mailing address)

8. Sale of an online gradebook.

(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: National Corporate Research, Ltd., Inc.

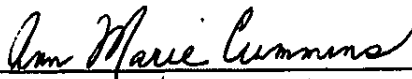
Office Address: 155 Office Plaza Drive

Tallahassee, Florida 32301

(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.



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

A. DIRECTORS

Chairman: Matthew Greenfield

Address: 60 East 42nd Street Suite 3014
New York, NY 10165

Vice Chairman: Zachary Posner

Address: 1327 Ocean Ave
Suite I Santa Monica, CA 90401

Director: Brian Holt

Address: 1327 Ocean Ave Suite I
Santa Monica, CA 90401

Director: _____

Address: _____

B. OFFICERS

President: Zachary Posner

Address: 1327 Ocean Ave Suite I
Santa Monica, CA 90401

Vice President: Sammy Elhag

Address: 1327 Ocean Ave Suite I
Santa Monica, CA 90401

Secretary: Brian Holt

Address: 1327 Ocean Ave Suite I Santa Monica, CA 90401

Treasurer: Zachary Posner

Address: 1327 Ocean Ave Suite I Santa Monica, CA 90401

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. Zachary Posner, CEO

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

Delaware

The First State

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DIVISION OF CORPORATIONS

PAGE 13 JAN 29 PM 2:46

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ENGRADE, 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 TWENTY-FOURTH DAY OF JANUARY, A.D. 2013.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ENGRADE, INC." WAS INCORPORATED ON THE TWENTIETH DAY OF OCTOBER, A.D. 2011.

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.

5055033 8300

130085919

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0166497

DATE: 01-24-13