F13000004999

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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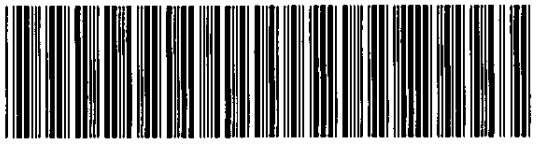

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TALLAHASSEE FLORIDA

11/19

CORPORATION SERVICE COMPANY®

ACCOUNT NO. : I20000000195

REFERENCE : 849057 7687366

AUTHORIZATION :

COST LIMIT : $ 70.00

ORDER DATE : October 16, 2013

ORDER TIME : 3:36 PM

ORDER NO. : 849057-005

CUSTOMER NO: 7687366

FOREIGN FILINGS

NAME: HAPPYORNOT AMERICAS INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX_____ PLAIN STAMPED COPY
_____ CERTIFICATE OF GOOD STANDING

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TALLAHASSEE FLORIDA

CONTACT PERSON: Susie Knight -- EXT# 52956

EXAMINER: _____

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO T NSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMI D TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. HappyorNot Americas 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 Florida)

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

3. 46-3013514
(FEI number, if applicable)

4. June 14, 2013
(Date of incorporation)

5. Perpetual
(Duration: Year corp. will cease to exist or " petual")

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

7. 801 South Olive Avenue, Suite 113, West Palm Beach, FL 33401
(Principal office address)

801 South Olive Avenue, Suite 113, West Palm Beach, FL 33401
(Current mailing address)

8. Customer service survey device used in retail locations
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

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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 corpor on at the place designated in this application, I hereby accept the appointment as registered agent and agree to act this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete perfo ance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company

By: _____ Sue G. Knight
Assistant Vice President
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery o his application to the Department of State, by the Secretary of State or other official having custody of corporate record 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: Todd Theisen

Address: 801 South Olive Avenue, Suite 113

West Palm Beach, FL 33401

Director: _____

Address: _____

_____

B. OFFICERS

President: Todd Theisen

Address: 801 Olive Avenue, Suite 113

West Palm Beach, FL 33401

Vice President: _____

Address: _____

_____

Secretary: Todd Theisen

Address: 801 Olive Avenue, Suite 113, West Palm Beach, FL 33401

Treasurer: Todd Theisen

Address: 801 Olive Avenue, Suite 113, West Palm Beach, FL 33401

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

13. Todd T [signature]

Signature of Director or Officer

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

14. Todd Theisen PRESIDENT

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

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HAPPYORNOT AMERICAS 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 SIXTEENTH DAY OF OCTOBER, A.D. 2013.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "HAPPYORNOT AMERICAS INC." WAS INCORPORATED ON THE FOURTEENTH DAY OF JUNE, A.D. 2013.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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TALLAHASSEE FLORIDA

Jeffrey W Bullock, Secretary of State

5351798 8300

131203288

AUTHENTICATION: 0819485

DATE: 10-16-13

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