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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

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(Business Entity Name)

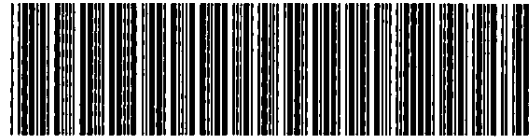
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
14 FEB -7 AM 11:47



HARTMAN UNDERHILL
& BRUBAKER, LLC
ATTORNEYS AT LAW

February 4, 2014

Florida Division of Corporations
New Filing Section
P.O. Box 6327
Tallahassee, FL 32314-6327

Re: Listrak, Inc.

Dear Sir or Madam:

Enclosed for filing, please find an Application by Foreign Corporation for Authorization to Transact Business in Florida for Listrak, Inc. (the "Corporation"). I have also enclosed a Certificate of Good Standing issued by the Commonwealth of Pennsylvania on January 29, 2014, for the Corporation.

Lastly, I have enclosed a check in the amount of \$70.00 to cover the necessary filing fees. Please return confirmation of the filing to our office at your earliest convenience. I have enclosed a postage-paid return envelope for your use.

Thank you for your assistance with respect to this matter. Should you have any questions, please feel free to contact me.

Sincerely,

Jessika A. Warnick,
Paralegal
jessikaw@hublaw.com

jaw/00715831.docx

Enclosures

cc: Mr. Howard W. Kramer (*via e-mail; w/ attachments*)
Joshua D. Cohen, Esquire
Joseph B. Allen, Esquire

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Listrak, 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:

Joshua D. Cohen, Esquire

Name of Person

Hartman Underhill & Brubaker, LLC

Firm/Company

221 East Chestnut Street

Address

Lancaster, PA 17602

City/State and Zip code

Howard W. Kramer, Chief Operating Officer - hkramer@listrak.com

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

For further information concerning this matter, please call:

Jessika Warnick, Paralegal at (717) 299-7254

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. Listrak, 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. Pennsylvania

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

3. _____

(FEI number, if applicable)

4. 12/30/1999

(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. 529 East Main Street, Lititz, Pennsylvania 17543

(Principal office address)

529 East Main Street, Lititz, Pennsylvania 17543

(Current mailing address)

8. Business marketing, software, internet communications and related activities

(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.

Corporation Service Company

By: Merryl Wiener

Name:

(Registered agent's signature)

Title:

Merryl Wiener
Assistant 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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DIVISION OF CORPORATIONS
14 FEB - 7 AM 11:47

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

A. DIRECTORS

Chairman: N/A

Address: _____

Vice Chairman: N/A

Address: _____

Director: Howard W. Kramer

Address: 529 East Main Street

Lititz, Pennsylvania 17543

Director: Ross W. Kramer

Address: 529 East Main Street

Lititz, Pennsylvania 17543

B. OFFICERS

President: Benjamin M. Smith

Address: 529 East Main Street

Lititz, Pennsylvania 17543

Chief Executive Officer: Ross W. Kramer

Address: 529 East Main Street

Lititz, Pennsylvania 17543

Secretary: Howard W. Kramer

Address: 529 East Main Street, Lititz, Pennsylvania 17543

Chief Operating Officer: Howard W. Kramer

& Treasurer: _____

Address: 529 East Main Street, Lititz, Pennsylvania 17543

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. Howard W. Kramer, Chief Operating Officer

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

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DIVISION OF CORPORATIONS
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**COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE**

JANUARY 29, 2014

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT,

Listrak Inc.

Is duly incorporated as a Pennsylvania Corporation under the laws of the Commonwealth of Pennsylvania and remains a subsisting corporation so far as the records of this office show, as of the date herein.

I DO FURTHER CERTIFY THAT, This Subsistence Certificate shall not imply that all fees, taxes, and penalties owed to the Commonwealth of Pennsylvania are paid.



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.

Carol Aichele

Secretary of the Commonwealth