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(Address)

(City/State/Zip/Phone #)

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2014 JUN -5 AM 10:43
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FILED
14 JUN -5 AM 8:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6/6/14



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 159722 7669948

AUTHORIZATION :

COST LIMIT : \$ 87.50

ORDER DATE : May 30, 2014

ORDER TIME : 9:28 AM

ORDER NO. : 159722-005

CUSTOMER NO: 7669948

FOREIGN FILINGS

NAME: QUANTUM RETAIL TECHNOLOGY,
INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Emily Gray -- EXT# 62925

EXAMINER: _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Quantum Retail Technology, 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:

Finance and Accounting Department
Name of Person
Quantum Retail Technology, Inc.
Firm/Company
222 South 9th Street, Suite 900
Address
Minneapolis, MN 55402
City/State and Zip code
accounts payable@quantumretail.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

ANNE Schuessler at (612) 284-3940
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

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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

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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. Quantum Retail Technology, 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. Delaware 3. 20-3338735
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. August 14th, 2005 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Have not transacted business in Florida prior to this registration.
(Date first transacted business in Florida, if prior to registration)

(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 222 South 9th Street, Suite 900 Minneapolis, MN 55402
(Principal office address)

222 South 9th Street, Suite 900 Minneapolis, MN 55402
(Current mailing address)

8. Inventory, optimization software, implementation services for software and customization services.
(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, 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.

Corporation Service Company

By: Emily Gray Asst V.P.
(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:

Steve Buege
222 South 9th Street, Suite 900
Minneapolis, MN 55402

Director

Vice Chairman:

Vicki Raport
222 South 9th Street, Suite 900
Minneapolis, MN 55402

Director:

Mike Hrabe
222 South 9th Street, Suite 900
Minneapolis, MN 55402

Director:

Linda Whitaker
222 South 9th Street, Suite 900
Minneapolis, MN 55402

~~B. OFFICERS~~

Director

President:

Dan Fishback
222 South 9th Street, Suite 900
Minneapolis, MN 55402

Director

Vice President:

Sven Wehrwein
222 South 9th Street, Suite 900
Minneapolis, MN 55402

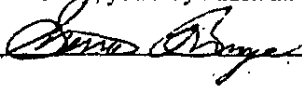
Address:

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.

Steve Buege - CEO

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

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "QUANTUM RETAIL TECHNOLOGY, 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 FOURTH DAY OF JUNE, A.D. 2014.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "QUANTUM RETAIL TECHNOLOGY, INC." WAS INCORPORATED ON THE NINETEENTH DAY OF AUGUST, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

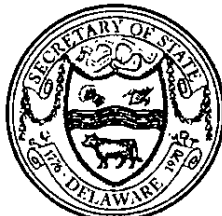
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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TALLAHASSEE, FLORIDA

4018174 8300

140797788

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1426239

DATE: 06-04-14