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| Certified Copies                      | _ Certificates    | of Status       |
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| Special Instructions to               | Filing Officer:   |                 |
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### **Emily D. Herring**

1360 Ridgefield Drive, Roswell, GA 30075 (404) 435-5021 eherringconsulting@gmail.com

September 11, 2014

New Filing Section Division of Corporations Clifton Building 2661 Executive Center Circle Tallahassee, FL 32301 850-245-6052

Re: Florida Application by Foreign Corporation for Authorization to Transact Business College Marketplace, Inc.

To Whom It May Concern:

Enclosed, please find the documents necessary to file an Application for Application by Foreign Corporation for Authorization to Transact Business on behalf of my client, College Marketplace, Inc. Specifically the following is included:

- 1. Application by Foreign Corporation for Authorization to Transact Business in Florida
- 2. A check (# 2273) made payable to the "Florida Dept. of State" in the amount of \$720.00
- 3. A Certificate of Good Standing

Should you have any questions or concerns regarding this filing please contact me via email at eherringconsulting@gmail.com or via phone at (404) 435-5021.

Thank you in advance for your time and assistance.

Sincerely,

## **COVER LETTER**

| TO:          | New Filing<br>Division of                                             |                                                     |                                           |         | ,                                                                              |                                                            |
|--------------|-----------------------------------------------------------------------|-----------------------------------------------------|-------------------------------------------|---------|--------------------------------------------------------------------------------|------------------------------------------------------------|
| SUBJ         | Calla                                                                 | •                                                   | place, Inc. dba ValoreBo                  | ooks    |                                                                                |                                                            |
| SUBJ         | ECI:                                                                  |                                                     | Name of cor                               | porati  | on - must include suffix                                                       |                                                            |
| Dear S       | ir or Madam                                                           | :                                                   |                                           |         |                                                                                |                                                            |
| "Certif      | ficate of Exis                                                        | tence,"                                             |                                           | ood St  | or Authorization to Transa<br>anding" and check are sub<br>ness in Florida.    |                                                            |
| Please       | return all co                                                         | rrespond                                            | lence concerning th                       | is mat  | ter to the following:                                                          |                                                            |
| Emily H      | lerring                                                               |                                                     |                                           |         |                                                                                |                                                            |
|              |                                                                       |                                                     | N                                         | lame o  | of Person                                                                      |                                                            |
| N/A          |                                                                       |                                                     |                                           |         |                                                                                |                                                            |
|              | ·                                                                     |                                                     | Fi                                        | rm/Co   | mpany                                                                          |                                                            |
| 1360 R       | idgefield Drive                                                       |                                                     |                                           | •       |                                                                                |                                                            |
|              |                                                                       |                                                     |                                           | Ado     | Iress                                                                          |                                                            |
| Roswel       | I, GA 30075                                                           |                                                     |                                           |         |                                                                                |                                                            |
|              |                                                                       |                                                     | City                                      | //State | and Zip code                                                                   |                                                            |
| eherring     | gconsulting@gr                                                        |                                                     |                                           |         |                                                                                |                                                            |
|              |                                                                       |                                                     | E-mail address: (to l                     | be use  | d for future annual report                                                     | notification)                                              |
| For fu       | rther informa                                                         | ition cor                                           | cerning this matter,                      | please  | e call:                                                                        |                                                            |
| Emily H      | lerring                                                               |                                                     | at (                                      | 04      | 435-5021                                                                       |                                                            |
|              | Name of P                                                             | erson                                               | at (                                      | Are     | a Code & Daytime Teleph                                                        | one Number                                                 |
| Enclos       | New Filing<br>Division of<br>Clifton Bui<br>2661 Execu<br>Tallahassee | Section<br>Corpor<br>Ilding<br>utive Ce<br>e, FL 32 | ations<br>nter Circle                     |         | MAILING A<br>New Filing So<br>Division of Co<br>P.O. Box 632<br>Tallahassee, F | ection<br>orporations<br>7                                 |
| <b>\$</b> 70 | 0.00 Filing F                                                         | ee 🗆                                                | \$78.75 Filing Fee<br>Certificate of Star |         | □ \$78.75 Filing Fee & Certified Copy                                          | S87.50 Filing Fee, Certificate of Status of 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.             | College Marketpla                                            | ace, Inc.                                                                                        |      |                                                           |                |                                                                    |                                       |    |  |
|----------------|--------------------------------------------------------------|--------------------------------------------------------------------------------------------------|------|-----------------------------------------------------------|----------------|--------------------------------------------------------------------|---------------------------------------|----|--|
|                |                                                              | orporation; must include "INCORPORATE orp," "Inc," "Co," or "Corp.")                             | D,   | ' "COMPANY," "COI                                         | RPORATION,"    | •                                                                  |                                       |    |  |
|                | N/A                                                          |                                                                                                  |      |                                                           |                |                                                                    |                                       |    |  |
|                | (If name unavails                                            | able in Florida, enter alternate corporate nan                                                   | ne : | adopted for the purpose                                   | of transacting | business in                                                        | Florida                               | a) |  |
| 2.             | Delaware                                                     | Delaware                                                                                         |      | 3. 20-4632064                                             |                |                                                                    |                                       |    |  |
|                | (State or country under the law of which it is incorporated) |                                                                                                  |      | (FEI number, if applicable)                               |                |                                                                    |                                       |    |  |
| 4.             | 02/13/2009                                                   |                                                                                                  | 5.   | perpetual                                                 |                |                                                                    |                                       |    |  |
|                | (Date of incorporation)                                      |                                                                                                  |      | (Duration: Year corp. will cease to exist or "perpetual") |                |                                                                    |                                       |    |  |
| 6. August 2013 |                                                              |                                                                                                  |      |                                                           |                |                                                                    |                                       |    |  |
|                | 268 Summer Street                                            | (Date first transacted business<br>(SEE SECTIONS 607.1501 & 607<br>, Suite 502, Boston, MA 02210 |      |                                                           |                | )                                                                  |                                       |    |  |
| 7.             | 200 Damines Cucci                                            | (Principal office a                                                                              | ddı  | ress)                                                     |                |                                                                    | · · · · · · · · · · · · · · · · · · · |    |  |
|                | 268 Summer Stree                                             | it, Suite 502, Boston, MA 02210                                                                  |      | ·                                                         |                |                                                                    |                                       |    |  |
|                | <u></u>                                                      | (Current mailing a                                                                               | dd   | ress)                                                     |                |                                                                    |                                       |    |  |
| 8.             | Name and stree                                               | <u>et address</u> of Florida registered agent: (I                                                | P.C  | ). Box <u>NOT</u> acceptal                                | ole)           | SECRE                                                              | 14 SEP                                | -n |  |
|                | Name:                                                        | Corporation Service Company                                                                      |      |                                                           |                |                                                                    | P 15                                  | -  |  |
| Oi             | ffice Address:                                               | 1201 Hays Street                                                                                 |      |                                                           |                |                                                                    | 2                                     |    |  |
|                |                                                              | , Tallahasse <del>e</del>                                                                        |      | 32301<br>, Florida                                        |                | 135<br>135<br>135<br>135<br>135<br>135<br>135<br>135<br>135<br>135 | 111: 17                               |    |  |
|                |                                                              | (City)                                                                                           |      | (Zip                                                      | code)          | <b>**</b> ' ' '                                                    | 17                                    |    |  |

9. 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: | Amanda WinnIngton Assistant Vice President |
|----------------------------------|--------------------------------------------|
| (Registered agent                | 's signature)                              |

10. 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.

# Delaware

PAGE 1

# The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "COLLEGE MARKETPLACE, 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 NINTH DAY OF SEPTEMBER, A.D. 2014.

SECRETALY OF LATE

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141153150

AUTHENTICATION: 1681952

DATE: 09-09-14

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

11. Names and business addresses of officers and/or directors: A. DIRECTORS Kevin R. Walker Chairman: 268 Summer Street, Suite 502, Boston, MA 02210 Kevin R. Walker Vice Chairman: 268 Summer Street, Suite 502, Boston, MA 02210 Address: Kevin R. Walker Director: 268 Summer Street, Suite 502, Boston, MA 02210 Address: **B. OFFICERS** Kevin R. Walker President: 268 Summer Street, Suite 502, Boston, MA 02210 Address: Patrick T. Kandianis Vice President:

Address: 268 Summer Street, Suite 502, Boston, MA 02210

Secretary: Kevin R. Walker

Address: 268 Summer Street, Suite 502, Boston, MA 02210

Treasurer: Kevin R. Walker

268 Summer Street, Suite 502, Boston, MA 02210

Address: 268 Summer Street, Suite 502, Boston, MA 02210

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

2. 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.

13 CEO / Director Kevin R. Walker