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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

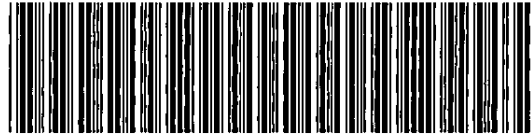
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOV 16 2015
Y SULKER

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195
REFERENCE : 868403 7402085
AUTHORIZATION : *[Signature]*
COST LIMIT : \$70.00

ORDER DATE : November 11, 2015
ORDER TIME : 12:38 PM
ORDER NO. : 868403-040
CUSTOMER NO: 7402085

FOREIGN FILINGS

NAME: ACCUEN INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Courtney Williams -- EXT# 62935

EXAMINER: _____

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. Accuen 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. 80-0544471
 (State or country under the law of which it is incorporated) (FEI number, if applicable)

4. February 9, 2010 5. Perpetual
 (Date of incorporation) (Date of duration, if other than perpetual)

6. October 13, 2015
 (Date first transacted business in Florida, if prior to registration)
 (SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 195 Broadway, New York, NY 10007
 (Principal office address)


(Current mailing address, if different)

8. 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)

DEPARTMENT OF STATE
 TALLAHASSEE, FLORIDA
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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: 
 (Registered agent's signature) Courtney Williams
 Asst. Vice President

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.

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

A. DIRECTORS

Chairman: Daryl Simm

Address: 195 Broadway, New York, NY 10007

Vice Chairman: Brad Nodiff

Address: 195 Broadway, New York, NY 10007

Director: Eric Meyerowitz

Address: 195 Broadway, New York, NY 10007

Director: _____

Address: _____

B. OFFICERS

President: Megan Pagliuca

Address: 225 North Michigan Avenue, Suite 820, Chicago, IL 60601

Vice President: _____

Address: _____

Secretary: Eric Meyerowitz

Address: 195 Broadway, New York, NY 10007

Treasurer: Bill Neblock

Address: 225 North Michigan Avenue, Suite 820, Chicago, IL 60601

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

12. 

Signature of Director or Officer

The officer or director signing this document (and who is listed in number 11 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. Eric Meyerowitz

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

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Directors and Officers for Accuen Inc.'s Florida Qualification:

Directors:

Daryl Simm
195 Broadway
New York, NY 10007

Brad Nodiff
195 Broadway
New York, NY 10007

Eric Meyerowitz
195 Broadway
New York, NY 10007

Officers:

Megan Pagliuca - President and Chief Executive Officer
225 North Michigan Avenue
Suite 820
Chicago, IL 60601

Bill Neblock - Chief Financial Officer and Treasurer
225 North Michigan Avenue
Suite 820
Chicago, IL 60601

Eric Meyerowitz - General Counsel and Secretary
195 Broadway
New York, NY 10007

Shane Leahey - Assistant Secretary
195 Broadway
New York, NY 10007

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TALLAHASSEE, FLORIDA

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ACCUEN 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 ELEVENTH DAY OF NOVEMBER, A.D. 2015.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ACCUEN INC." WAS INCORPORATED ON THE NINTH DAY OF FEBRUARY, A.D. 2010.

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



4787009 8300

SR# 20150872740

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

A handwritten signature in black ink, appearing to read "JBULLOCK", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 10401203

Date: 11-11-15