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AM 11:20
OF STATE
CORPORATION
FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 346448 7207176

AUTHORIZATION : *Patricia Pigato*

COST LIMIT : \$ 125.00

ORDER DATE : February 5, 2002

ORDER TIME : 10:49 AM

ORDER NO. : 346448-005

CUSTOMER NO: 7207176

CUSTOMER: Sheena Wright, Esq
Sheena Wright, Law Offices Of
473 W. 143rd Street, Suite 500

New York, NY 10031

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

3000004981288-1-0

NAME: COMPLIANCE NETWORKS, L.L.C.

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 1156

EXAMINER: *VB 2-21-02*

APPROVED
AND
FILED
02 FEB 21 PM 12:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Jan 22 02 12:42a

Sheena Wright, Esq.

(212) 926-9929

p.2

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN
LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:*

1. Compliance Networks, L.L.C.

(Name of foreign limited liability company)

2. Delaware(Jurisdiction under the law of which foreign limited liability
company is organized)

3. _____

(FEI number, if applicable)

4. January 12, 2006

(Date of Organization)

5. perpetual(Duration: Year limited liability company will cease to
exist or "perpetual")6. 1/15/2002

(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 4646 Highway 6, No. 129, Sugar Land, TX 77478

(Street address of principal office)

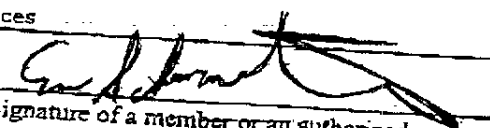
8. If limited liability company is a manager-managed company, check here ☒

9. The name and usual business addresses of the managing members or managers are as follows:

Eric Schwartzman 4646 Highway 6, No. 129, Sugar Land, TX 77478Bruce Work 4646 Highway 6, No. 129, Sugar Land, TX 77478David Watts 4646 Highway 6, No. 129, Sugar Land, TX 77478Greg Holder 4646 Highway 6, No. 129, Sugar Land, TX 77478

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: sale of software
products and services


Signature of a member or an authorized representative of a member.

(In accordance with section 608.465(3), F.S., the execution of this document constitutes
an affirmation under the penalties of perjury that the facts stated herein are true.)

Eric Schwartzman, Member, Board Member and CFO

Typed or printed name of signer

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 FEB 21 PM 12:14

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AND
FILED

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE
STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

COMPLIANCE NETWORKS, L.L.C.

2. The name and the Florida street address of the registered agent and office are:

Corporation Service Company

(Name)

1201 Hays Street

Florida street address (P.O. Box NOT ACCEPTABLE)

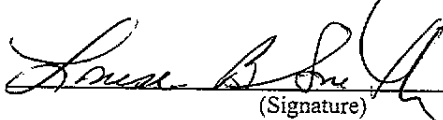
Tallahassee

FL

32301

(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.



(Signature)

Louise B. Smith, Assistant Secretary

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

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TALLAHASSEE, FLORIDA

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Delaware

PAGE 1

The First State

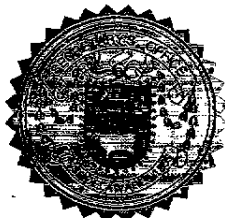
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "COMPLIANCE NETWORKS, L.L.C." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTH DAY OF FEBRUARY, A.D. 2002.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "COMPLIANCE NETWORKS, L.L.C." WAS FORMED ON THE TWELFTH DAY OF JANUARY, A.D. 2000.

APPROVED
AND
FILED

02 FEB 21 PM 12:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3154656 8300

AUTHENTICATION: 1597061

020075457

DATE: 02-05-02