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DIVISION OF CORPORATIONS

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TO ACKNOWLEDGE
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B. KOHR

FEB 8 2008

EXAMINER



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 435828 7120944

AUTHORIZATION :

COST LIMIT : \$ 125.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : February 7, 2008

ORDER TIME : 12:01 PM

ORDER NO. : 435828-010

CUSTOMER NO: 7120944

FOREIGN FILINGS

NAME: ACQUITY GROUP, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Heather Chapman -- EXT# 2908

EXAMINER: _____

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. ACQUITY GROUP, LLC
(Name of Foreign Limited Liability Company)
2. DE 3. 36-4433628
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. 03/22/2001 5. perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. 01/01/2008
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)
7. 500 WEST MADISON, SUITE 2200
CHICAGO, IL 60661
(Street Address of Principal Office)

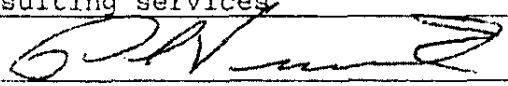
8. If limited liability company is a manager-managed company, check here ☐

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

See attachment

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: Provide information
technology consulting services


Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Paul Weinewuth
Typed or printed name of signee

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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:

ACQUITY GROUP, LLC

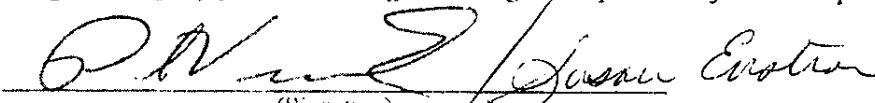
2. The name and the Florida street address of the registered agent and office are:

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, Florida Statutes.


(Signature)

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

**Acquity Group, LLC
Member/Manager List
as of December 31, 2007**

		<u>Ownership %</u>	<u>Telephone #</u>
Acquity Holdings, LLC <i>500 West Madison, Suite 2200 Chicago, IL 60661</i>	Member	86.5705%	312-427-2470
Ray Grady <i>3444 N. Hamilton Chicago, IL 60618</i>	Member	6.0936%	312-427-2470
Mark Joseph <i>2229 W. School Street Chicago, IL 60618</i>	Member	1.9478%	312-427-2470
Jim Newman <i>324 Brahms Circle Wheaton, IL 60187</i>	Member	2.1417%	312-427-2470
Andy Peebler <i>21 Hawaii Drive Aliso Viejo, CA 92656</i>	Member	2.3807%	312-427-2470
Jay Dettling <i>9411 Drake Avenue Evanston, IL 60203</i>	Member	0.4329%	312-427-2470
Jonathan Borg-Breen <i>500 West Barry Avenue, Apt. 4E Chicago, IL 60657</i>	Member	0.4329%	312-427-2470
Paul D. Weinewuth <i>1307 Kallien Court Naperville, IL 60540</i>	Manager/CFO	<i>See note below</i>	312-427-2470
Matthew Schmeltz <i>212 Gillick Park Ridge, IL 60068</i>	Manager	<i>See note below</i>	312-427-2470
Christopher Dalton <i>5618 Farmbrook Crystal Lake, IL 60014</i>	Manager	<i>See note below</i>	312-427-2470
Scott A. Spear <i>11660 E. Charter Oak Drive Scottsdale, AZ 85259</i>	Manager	<i>See note below</i>	480-515-2404

Each of these managers own 25% of Acquity Holdings, LLC

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ACQUITY GROUP, 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 TWENTY-FOURTH DAY OF JANUARY, A.D. 2008.



3372217 8300

080080545

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

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6336086

DATE: 01-24-08