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EXAMINER



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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

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CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195
REFERENCE : 933047 4983A
AUTHORIZATION : *[Signature]*
COST LIMIT : \$ 125.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 OCT -4 PM 4:00

ORDER DATE : October 3, 2011

ORDER TIME : 4:45 PM

ORDER NO. : 933047-010

CUSTOMER NO: 4983A

FOREIGN FILINGS

NAME: INCENTIVES ADVISORS, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Troy Todd -- EXT# 2940

EXAMINER: _____

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Incentives Advisors, LLC

Name of Limited Liability Company

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

Marilyn D. Adelman, Senior Corporate Paralegal

Name of Person

Cozen O'Connor

Firm/Company

1900 Market Street

Address

Philadelphia, PA 19103

City/State and Zip Code

stacey.gambel@workstreaminc.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Marilyn D. Adelman

Name of Person

at (215) 665-7241

Area Code & Daytime Telephone Number

MAILING ADDRESS:

Division of Corporations
Registration Section
P.O. Box 6327
Tallahassee, FL 32314

STREET ADDRESS:

Division of Corporations
Registration Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Enclosed is a check for the following amount:

☐ \$125.00 Filing Fee ☐ \$130.00 Filing Fee & Certificate of Status ☐ \$155.00 Filing Fee & Certified Copy ☐ \$160.00 Filing Fee, Certificate of Status & Certified Copy

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
11 OCT -4 PM 4:00

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. Incentives Advisors, LLC

(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. Arizona

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

3. 26-1334921

(FEI number, if applicable)

4. 10/22/2007

(Date of Organization)

5. Perpetual

(Duration: Year limited liability company will cease to exist or "perpetual")

6. January 18, 2011

(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 1001 West Southern Avenue, Suite 135, Mesa, AZ 85210

(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 EXHIBIT A ATTACHED

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:

To provide tax incentives and related advising 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. I am aware that any 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.)

David Kennedy, Chief Operating Officer

Typed or printed name of signee

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
OCT 24
PM 4:00

**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:

Incentives Advisors, LLC

If unavailable, the alternate to be used in the state of Florida is:

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

Stacey Gambel

(Name)

2200 Lucien Way, Suite 201

Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

Maitland

FL 32751

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.

Corporation Service Company

By:

(Signature)

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

EXHIBIT A
MANAGEMENT
OF
INCENTIVES ADVISORS, LLC

Management

John Long - Manager

Sole Member:

Workstream, Inc.

Address for all named above:

2200 Lucien Way, Suite 201
Maitland, FL 32751

STATE OF ARIZONA



Office of the
CORPORATION COMMISSION
CERTIFICATE OF GOOD STANDING

To all to whom these presents shall come, greeting:

I, Ernest G. Johnson, Executive Director of the Arizona Corporation Commission, do hereby certify that

*****INCENTIVES ADVISORS, LLC*****

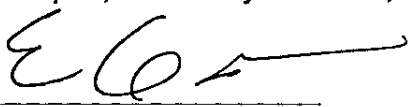
a domestic limited liability company organized under the laws of the State of Arizona, did organize on the 22nd day of October 2007.

I further certify that according to the records of the Arizona Corporation Commission, as of the date set forth hereunder, the said limited liability company is not administratively dissolved for failure to comply with the provisions of A.R.S. section 29-601 et seq., the Arizona Limited Liability Company Act; and that the said limited liability company has not filed Articles of Termination as of the date of this certificate.

This certificate relates only to the legal existence of the above named entity as of the date issued. This certificate is not to be construed as an endorsement, recommendation, or notice of approval of the entity's condition or business activities and practices.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Arizona Corporation Commission. Done at Phoenix, the Capital, this 3rd Day of October, 2011, A. D.




Executive Director

By: _____ 671415