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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

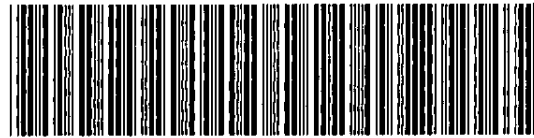
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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FLORIDA SECRETARY OF STATE  
CORPORATION DIVISION  
TALLAHASSEE, FLORIDA

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J. Shivers SEP 02 2009

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TALLAHASSEE, FLORIDA

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**COVER LETTER**

**TO:** New Filing Section  
Division of Corporations

**SUBJECT:** VisionWare, Inc.

Name of corporation - must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Josh Aubuchon, Esq.

Name of Person

Pennington, Moore, Wilkinson, Bell & Dunbar, P.A.

Firm/Company

215 S. Monroe Suite 200

Address

Tallahassee, FL 32301

City/State and Zip code

josh@penningtonlaw.com

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

For further information concerning this matter, please call:

Marc Dunbar

Name of Person

at ( 850 ) 222-3533

Area Code & Daytime Telephone Number

**STREET/COURIER ADDRESS:**

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

**MAILING ADDRESS:**

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

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

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TALLAHASSEE FLORIDA

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**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. VisionWare 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. 75-3262688  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 10/26/2007 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. 2711 Centerville Road Suite 400 Wilmington, DE 19808  
(Principal office address)

2711 Centerville Road Suite 400 Wilmington, DE 19808  
(Current mailing address)

8. Consulting  
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Marc Dunbar

Office Address: 215 S. Monroe Suite 200

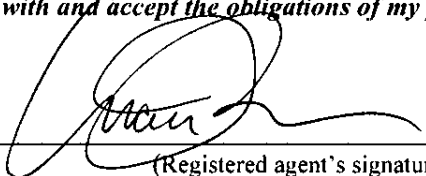
Tallahassee, Florida 32301  
(City) (Zip code)

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TALLAHASSEE, FLORIDA

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**10. 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.*

  
(Registered agent's signature)

11. 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.

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

**A. DIRECTORS**

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: Gordon Cooper

Address: 2711 Centerville Road Suite 400 Wilmington, DE 19808

Director: William Clinton

Address: 2711 Centerville Road Suite 400 Wilmington, DE 19808

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TALLAHASSEE FLORIDA

**B. OFFICERS**

President: Gordon Cooper

Address: 2711 Centerville Road Suite 400  
Wilmington, DE 19808

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Secretary: Joan McCabe

Address: 2711 Centerville Road Suite 400 Wilmington, DE 19808

Treasurer: Joan McCabe

Address: 2711 Centerville Road Suite 400 Wilmington, DE 19808

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

13. Joan McCabe  
(Signature of Director or Officer listed in number 12 of the application)

14. JOAN McCABE SECRETARY  
(Typed or printed name and capacity of person signing application)

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VISIONWARE 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 SECOND DAY OF JULY, A.D. 2009.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "VISIONWARE INC." WAS INCORPORATED ON THE TWENTY-SIXTH DAY OF OCTOBER, A.D. 2007.

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

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

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7399244

DATE: 07-02-09