DOC ID ----> 200828401980

DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
10/14/2008	200828401980	FOREIGN LICENSE/FOR-PROFIT (FLF)	125.00	100.00	.00	.00	.00

Receipt

This is not a bill. Please do not remit payment.

BENESCH, FRIEDLANDER, COPLAN & ARONOFF LLP
NOEMI VILLARREAL/DONNA FULLER
41 SOUTH HIGH STREET, 26TH FLR
COLUMBUS, OH 43215

STATE OF OHIO
CERTIFICATE
Ohio Secretary of State, Jennifer Brunner

1811630

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

WITHIN3, INC.

and, that said business records show the filing and recording of:

Document(s)	Document No(s):
FOREIGN LICENSE/FOR-PROFIT	**200828401980**

Authorization to transact business in Ohio is hereby given, until surrender, expiration or cancellation of this license.

Witness my hand and the seal of the Secretary of State at Columbus, Ohio this 9th day of October, A.D. 2008.

Jennifer Brunner

United States of America
State of Ohio
Office of the Secretary of State

Ohio Secretary of State

DOC ID ----> 200828401980

Prescribed by:
The Ohio Secretary of State
Central Ohio: (614) 466-3910
Toll Free: 1-877-SOS-FILE (1-877-767-3453)

www.sos.state.oh.us
e-mail: busserv@sos.state.oh.us

Expedite this Form: (Select One)	
Mail Form to one of the Following:	
☒ Yes	PO Box 1390 Columbus, OH 43216 *** Requires an additional fee of $100 ***
○ No	PO Box 670 Columbus, OH 43216

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SECRETARY OF STATE
2008 OCT -9 PM 12:59
CLIENT SERVICE CENTER

FOREIGN CORPORATION APPLICATION FOR LICENSE OR REGISTRATION OF CORPORATION NAME

(For Foreign Profit or Nonprofit)

THE UNDERSIGNED HEREBY STATES THE FOLLOWING:

(CHECK ONLY ONE (1) BOX)

(1) Foreign Corporation	(2) Registration of Corporate Name by Unlicensed Foreign Corporation
☑ For-Profit *(151-FLF)*	☐ Original (158-RCO)
☐ Nonprofit *(152-FLN)* ORC 1703	☐ Renewal (172-RNR (RCR)) ORC 1703
	(Registration No.)
Filing Fee $125.00	**Filing Fee $50.00**

Complete the general information in this section for the box checked above.

Corporate Name: Within3, Inc.

Under the Laws of the State of: Delaware
(Home State)

Date of Incorporation in Home State: July 25, 2008
(Date)

The corporation's principal office is located at

200 Public Square, Suite 1400
(Street) ***NOTE: P.O. Box Addresses are NOT acceptable.***

Cleveland *(City)* Ohio *(State)* 44114 *(Zip Code)*

RECEIVED
SECRETARY OF STATE
2008 OCT -2 AM 10:38
CLIENT SERVICE CENTER

The corporate purpose it proposes to exercise in the state of Ohio are as follows: (Please provide a brief but specific description; a general purpose clause is not sufficient)

The Corporation will develop and maintain websites for industry-specific audiences and to employ management and computer programmer professionals

The corporation is carrying on or doing business.

☐ ***Check here if additional provisions are attached***

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Complete the information in this section if box (1) is checked.

The corporation hereby appoints the following as its statutory agent upon whom process against the corporation may be served in Ohio

ACFB Incorporated
(Name)

200 Public Square, Suite 2300
(Street) ***NOTE: P.O. Box Addresses are NOT acceptable.***

Cleveland *(City)* | **Ohio** *(State)* | **44114** *(Zip Code)*

The entity above irrevocably consents to service of process on the agent listed above as long as the authority of the agent continues, and to service of process upon the OHIO SECRETARY OF STATE if:

A. the agent cannot be found or
B. the above listed fails to designate another agent when required to do so, or
C. the above stated registration to do business in Ohio expires or is cancelled.

Complete the information in this section if profit is checked in box (1).

The application is made to secure a ☑ permanent ☐ temporary license

The corporation's principal office within Ohio is to be located in ☐ Corporation will not have an office in Ohio

200 Public Square, Suite 1400
(Street) ***NOTE: P.O. Box Addresses are NOT acceptable.***

Cleveland *(City)* | Cuyahoga *(County)* | **Ohio** *(State)* | **44114** *(Zip Code)*

Has the corporation obtained a license to transact business in Ohio at any time in the past? ☐ Yes ☑ No
If yes, prior License No. _____ issued _____ *(Date)*

The date on which the corporation began transacting business in Ohio

☐ Date _____
OR
☑ Will begin business upon approval of application

Is this application being made to enable the corporation to prosecute or defend a legal action? ☐ Yes ☑ No

Complete the information in this section if non-profit is checked in box (1).

The location of its principal office in the state of Ohio is

_____
(Street) ***NOTE: P.O. Box Addresses are NOT acceptable.***

_____ *(City)* | _____ *(County)* | **Ohio** *(State)* | _____ *(Zip Code)*

(Pursuant to ORC 1703.27 must have an Ohio address)

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SS.

IN WITNESS WHEREOF, the corporation has caused this application to be executed by an authorized officer on 9/ 29 /08 (Date)

STATE OF Ohio

COUNTY OF Cuyahoga

Lance P. Hill (Name of Officer), being first duly sworn, deposes and says that he/she is the President (title) of Within3, Inc. the corporation described in the foregoing application, and that the statements contained in said application are true and correct to the best of my knowledge and belief.

Signature: [signature]

Name: Lance P. Hill, President

Sworn to before me and subscribed in my presence, 9/ 29 /08 (date)

[signature] (Notary Public)

NOTARY SEAL

Expiration date of Notary's Commission: (date)

ELIZABETH A. DELLINGER-THURMAN, Attorney At Law
Notary Public - State of Ohio
My commission has no expiration date.
Section 147.03 R.C.

PAGE 3/6 * RCVD AT 9/30/2008 10:53:49 AM [Eastern Daylight Time] * SVR:RFAX1/1 * DNIS:2 * CSID:2163914705 * DURATION (mm-ss):01-46

DOC ID ----> 200828401980

Delaware

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WITHIN3, 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 THIRTIETH DAY OF SEPTEMBER, A.D. 2008.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "WITHIN3, INC." WAS INCORPORATED ON THE TWENTY-FIFTH DAY OF JULY, A.D. 2008.

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

4579751 8300

080998700

AUTHENTICATION: 6884436

DATE: 09-30-08

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