

Filing and License Fee: \$310.00 minimum

ID Number: 162103



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State  
Corporations Division  
148 W. River Street  
Providence, Rhode Island 02904-2615

**FILED**

**FEB 28 2007**

By AKK  
218170

2007 FEB 28 11 09 19

**BUSINESS CORPORATION**

**APPLICATION FOR CERTIFICATE OF AUTHORITY**

Pursuant to the provisions of Section 7-1.2-1405 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

- 1. The name of the corporation is Appriss Inc.
- 2. It is incorporated under the laws of Delaware
- 3. The name, if different, which it elects to use in Rhode Island is:

- (a) *If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:*
- (b) *If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:*

- 4. The date of its incorporation is June 26, 2000 and the period of its duration is Perpetual
- 5. The address of its principal office in the state or country under the laws of which it is incorporated is 10401 Linn Station Road, Suite 200 Louisville, KY 40223

- 6. The address of its proposed registered office in Rhode Island is 10 Weybosset Street  
(Street Address, not P.O. Box)  
Providence, RI 02903 and the name of its proposed registered agent in Rhode Island at  
(City/Town) (Zip Code)  
that address is C T Corporation System  
(Name of Agent)

- 7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:  
Automated Service Provider

- 8. (a) The names and respective addresses of its directors (optional unless directors are required under the laws of the state or country of which it is incorporated).

	<u>Name</u>	<u>Address</u>
Director		
Director	<u>SEE ATTACHMENT</u>	
Director		
Director		

(b) The names and respective addresses of its principal officers (mandatory if directors are not required under the laws of the state or country of which it is incorporated).

	<u>Name</u>	<u>Address</u>
President	SEE ATTACHMENT	
Vice President		
Treasurer		
Secretary		

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
10,349,814	Preferred Stock	Series A	\$.0001
18,666,667	Preferred Stock	Series B	\$.0001
85,000,000	Common Stock		\$.0001

10. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 10,600,000.00.
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 0.00.
- (c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is 0.00%. [divide (b) by (a) and multiply by 100 to obtain the percentage].
11. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 30,000,000.00.
- (b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 67,204.00.
- (c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is 0.22% [divide (b) by (a) and multiply by 100 to obtain the percentage].
12. This application is accompanied by a certificate of Good Standing issued by the proper officer of the state or country under the laws of which it is incorporated.
13. This Application for Certificate of Authority shall be effective upon filing unless a specified date is provided which shall be no later than the 90<sup>th</sup> day after the date of this filing \_\_\_\_\_

Under penalty of perjury, I declare and affirm that I have examined this Application for Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: January 31, 2007

  
 \_\_\_\_\_  
 Signature of Authorized Officer of the Corporation

Ted I. Williams - VP of Finance and Administration

\_\_\_\_\_  
 Type or Print Name of Authorized Officer

Officers:

Douglas F. Cobb, CEO - 10401 Linn Station Road, Suite 200, Louisville, KY 40223  
Michael Davis, President - Same as above  
Ted Williams, VP of Finance  
Tom Seigle, VP of Sales  
Brian Oldham, VP of Operations  
Rick Cartor, VP of Human Resources



Directors:

Jack Tyrrell  
Richland Ventures, Inc.  
200 31st Avenue North  
Suite 200  
Nashville, TN 37203-1205

John Aplin  
CID Equity Partners  
One American Square  
Box 82074, Suite 2850  
Indianapolis, IN 46282

Michael Gellert  
Windcrest Partners  
122 E. 42nd Street  
49th Floor  
New York, NY 10168-0130

J. David Grissom  
Mayfair Capital  
4969 US Highway 42  
Suite 200  
Louisville, KY 40222

Yung Nguyen  
13806 High Trail Ct.  
Jeffersontown, KY 40299

# Delaware

PAGE 1

## The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "APPRISS 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 FIFTH DAY OF FEBRUARY, A.D. 2007.

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

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "APPRISS INC." WAS INCORPORATED ON THE TWENTY-SIXTH DAY OF JUNE, A.D. 2000.

3238851 8300

070126202



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5408787

DATE: 02-05-07