



State of Rhode Island and Providence Plantations
 Department of State - Business Services Division
 148 W. River Street, Providence, Rhode Island 02904-2615
 Phone: (401) 222-3040 | Email: corporations@sos.ri.gov | Website: www.sos.ri.gov

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 R.I. DEPT. OF STATE
 BUS SVCS DIV
 2017 FEB 13 AM 11:49

**Application for Certificate of Authority
 Foreign Business Corporation**
 Filing and License Fee: \$310.00 minimum

Pursuant to the provisions of RIGL 7-1.2-1405, 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:	
Virgin Pulse, 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:	8/2/2004
And the period of its duration is: CHECK ONLY ONE BOX	
<input checked="" type="checkbox"/> Perpetual (on-going)	
<input type="checkbox"/> Date certain for dissolution _____	
5. The address of its principal office is:	
492 Old Connecticut Path, Suite 601, Framingham, MA, 01701	

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By 295681

6. The name and address of the initial registered agent/office of in Rhode Island:

Agent Name

Derek Ransom

Street Address (NOT a P.O. Box)

75 Fountain Street, Providence, RI

City/Town

Providence

State

RHODE ISLAND

Zip Code

02902

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

Software as a service company selling cloud services and good to client headquartered in Rhode Island.

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):

NAME	ADDRESS
Matthew Bridge	492 Old Connecticut Path, Suite 601, Framingham, MA, 01701
Derek Ransom	492 Old Connecticut Path, Suite 601, Framingham, MA, 01701

Check the box to indicate an attachment.

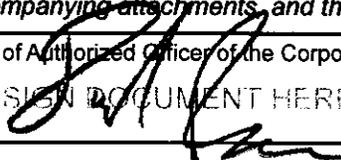
8. (b) The names and respective addresses of its principal officers (mandatory if directors are not required under the laws of the state or country of which it is incorporated):

OFFICE	NAME	ADDRESS
PRESIDENT	Chrstophier Boyce	492 Old Connecticut Path, Suite 601, Frami
VICE PRESIDENT		
TREASURER	Derek Ransom	492 Old Connecticut Path, Suite 601, Frami
SECRETARY	Derek Ransom	492 Old Connecticut Path, Suite 601, Frami

Check the box to indicate an attachment.

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:

NUMBER OF SHARES	CLASS	SERIES	PAR VALUE OR STATE NO PAR VALUE
1,000	Common		\$0.10

10. (a) Estimate, in dollars, the value of all property to be owned by the corporation for the following year, wherever located:		
\$ 500,000		
(b) Estimate, in dollars, the value of the corporation's property to be located within Rhode Island during the following year:		
\$ 1,500,000		
(c) Estimate, as a percentage, 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. <i>Note: Divide (10b) by (10a) and multiply by 100 to obtain the percentage.</i>		
33 %		
11. (a) Estimate, in dollars, the gross amount of business to be transacted by the corporation during the following year.		
\$ 104,000,000.00		
(b) Estimate, in dollars, the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year.		
\$ 2,000,000		
(c) Estimate, as a percentage, the proportion 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 compared to the gross amount thereof which will be transacted by the corporation during the following year. <i>Note: Divide (11b) by (11a) and multiply by 100 to obtain the percentage.</i>		
2 %		
12. This application must be accompanied by a Certificate of Good Standing/Letter of Status issued by the proper officer of the state or country under the laws of which it is incorporated that is dated within 60 days of the filing of this document.		
13. Date when the Certificate of Authority will be effective: CHECK ONLY ONE BOX		
<input checked="" type="checkbox"/> Date received (Upon filing)		
<input type="checkbox"/> Later effective date (Date must be no more than 90 days from the day of filing) _____		
<i>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.</i>		
Signature of Authorized Officer of the Corporation  SIGN DOCUMENT HERE	Type or Print Name of Authorized Officer Derek Ransom	Date 2/8/2017

If you have any questions, please call us at (401) 222-3040, Monday through Friday, between 8:30 a.m. and 4:30 p.m., or email corporations@sos.ri.gov.

Delaware

Page 1

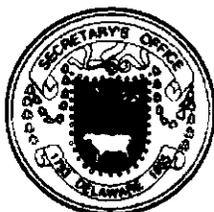
The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VIRGIN PULSE, 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 NINTH DAY OF FEBRUARY, A.D. 2017.

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.

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Jeffrey W. Bullock, Secretary of State

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SR# 20170764574

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

Authentication: 202010792

Date: 02-09-17



State of Rhode Island and Providence Plantations
Department of State | Office of the Secretary of State
Nellie M. Gorbea, *Secretary of State*

I, NELLIE M. GORBEA, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly executed in
accordance with the provisions of Title 7 of the General Laws of Rhode Island, as
amended, has been filed in this office on this day:

A handwritten signature in blue ink, appearing to read "Nellie M. Gorbea". The signature is fluid and cursive, written in a professional style.

Nellie M. Gorbea
Secretary of State

