

1.) CORPORATION NAME: <b>mindSHIFT Technologies, Inc.</b>	DUE DATE: <b>1/31/2013</b>						
2.) VA REGISTERED AGENT NAME AND OFFICE ADDRESS: <b>CT CORPORATION SYSTEM          4701 COX RD STE 301          GLEN ALLEN, VA 23060</b>	SCC ID NO: <b>F1455015</b>						
3.) CITY OR COUNTY OF VA REGISTERED OFFICE: <b>HENRICO COUNTY</b>	5.) STOCK INFORMATION <table border="1" style="width:100%; border-collapse: collapse;"> <tr> <th style="width:30%;">CLASS</th> <th>AUTHORIZED</th> </tr> <tr> <td>COMMON</td> <td style="text-align: right;">115,000,000</td> </tr> <tr> <td>PREFER</td> <td style="text-align: right;">62,416,883</td> </tr> </table>	CLASS	AUTHORIZED	COMMON	115,000,000	PREFER	62,416,883
CLASS	AUTHORIZED						
COMMON	115,000,000						
PREFER	62,416,883						
4.) STATE OR COUNTRY OF INCORPORATION: <b>DE</b>							

6.) PRINCIPAL OFFICE ADDRESS:

ADDRESS: 309 Waverly Oaks Road #301

CITY/ST/ZIP: Waltham, MA 02452

7.) DIRECTORS AND PRINCIPAL OFFICERS: All directors and principal officers must be listed. An individual may be designated as both a director and an officer.

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|--|---|--|--|
| NAME: KRISTI K. CARLSON<br>TITLE: VP - TAX<br>ADDRESS: 309 Waverly Oaks Road #301<br>CITY/ST/ZIP/CO: Waltham, MA 02452         | <input checked="" type="checkbox"/> OFFICER | <input type="checkbox"/> DIRECTOR            |  |
| NAME: Christopher K. Gould<br>TITLE: VP, Treasurer<br>ADDRESS: 309 Waverly Oaks Road #301<br>CITY/ST/ZIP/CO: Waltham, MA 02452 | <input checked="" type="checkbox"/> OFFICER | <input checked="" type="checkbox"/> DIRECTOR |  |
| NAME: Keith J. Nelsen<br>TITLE: EVP/GC/Sec.<br>ADDRESS: 309 Waverly Oaks Road #301<br>CITY/ST/ZIP/CO: Waltham, MA 02452        | <input checked="" type="checkbox"/> OFFICER | <input type="checkbox"/> DIRECTOR            |  |
| NAME: Todd G. Hartman<br>TITLE: SVP/Ass. Sec.<br>ADDRESS: 309 Waverly Oaks Road #301<br>CITY/ST/ZIP/CO: Waltham, MA 02452      | <input checked="" type="checkbox"/> OFFICER | <input checked="" type="checkbox"/> DIRECTOR |  |
| NAME: Michael A. Vitelli<br>TITLE: EVP/President<br>ADDRESS: 309 Waverly Oaks Road #301<br>CITY/ST/ZIP/CO: Waltham, MA 02452   | <input checked="" type="checkbox"/> OFFICER | <input type="checkbox"/> DIRECTOR            |  |

I AFFIRM THAT THE INFORMATION CONTAINED IN THIS ELECTRONIC REPORT IS ACCURATE AND COMPLETE AS OF THE DATE BELOW AND THAT I AM LEGALLY AUTHORIZED TO SIGN THIS REPORT.

/s/ KRISTI K. CARLSON	KRISTI K. CARLSON, VP - TAX	12/29/2012
SIGNATURE OF DIRECTOR/OFFICER LISTED IN THIS REPORT	PRINTED NAME AND CORPORATE TITLE	DATE

It is a Class 1 misdemeanor for any person to sign a document, which includes this electronic record, that is false in any material respect with the intent that the document be delivered to the Commission for filing.