

F00000001365



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR -9 AM 8:57

ACCOUNT NO. : 072100000032
REFERENCE : 611917 7207227
AUTHORIZATION : *Patricia Pizzit*
COST LIMIT : \$ 70.00

ORDER DATE : March 3, 2000
ORDER TIME : 3:28 PM
ORDER NO. : 611917-065
CUSTOMER NO: 7207227

700003164777--2

CUSTOMER: Ms. Rhonda Asher
Kiwiplan Inc.
4695 Lake Forest Drive
Cincinnati, OH 45242

FOREIGN FILINGS

NAME: KIWIPLAN INC.

(G)

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

RECEIVED
00 MAR -9 PM 4: 37
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

3K 3/9/00



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 10, 2000

JANINE LAZZARINI
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: KIWIPLAN INC.
Ref. Number: W00000006481

RESUBMIT

Please give original
submission date as file date.

We have received your document for KIWIPLAN INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The Registered Agent MUST SIGN the acceptance statement in Item 10.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 600A00013396

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RECEIVED
00 MAR 13 PM 4:37
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: KIWIPLAN INC.

(Name of corporation - must include suffix)

FILED
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DIVISION OF CORPORATIONS
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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:

RICHARD A. LUNDY

(Name of Person)

GRONER, BOYLE & QUILLIN LLP

(Firm/Company)

500 S. FRONT ST., P.O. BOX 182108

(Address)

COLUMBUS, OH 43218

(City/State/Zip)

Should you need to call someone concerning this matter, please call:

RICHARD A. LUNDY

(Name of Person)

at 614-221-1120

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien 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

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.

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1. KIWIPLAN INC.

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. OHIO
(State or country under the law of which it is incorporated)

3. 31-1610069
(FEI number, if applicable)

4. JULY 28, 1998
(Date of incorporation)

5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")

6. MARCH 1, 2000
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 4695 LAKE FOREST DRIVE
CINCINNATI, OHIO 45242
(Current mailing address)

8. MARKETING AND DISTRIBUTION OF COMPUTER SOFTWARE
(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 or Mail Drop Box **NOT** acceptable)


Name: CORPORATION SERVICE COMPANY

Office Address: 1201 HAYS STREET

TALLAHASSEE, Florida, 32301
(Zip code)

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 addresses of officers and/or directors: (Street address ONLY - P.O. Box **NOT** acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: BRUCE HOWE

Address: 4695 LAKE FOREST DRIVE, CINCINNATI, OH 45242

Vice Chairman: MICHAEL J. van BELLEN

Address: 5TH FL., AMI BUILDING, 15 OSTERLEY WAY

MANUKAU CITY, P.O. BOX 97 606 SAMC, AUKLAND, NEW ZEALAND

Director: GOVINDARAJU BALASUNDRAM

Address: 5TH FL., AMI BUILDING, 15 OSTERLEY WAY

MANUKAU CITY, P.O. BOX 97 606 SAMC, AUKLAND, NEW ZEALAND

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: BRUCE HOWE

Address: 4695 LAKE FOREST DRIVE, CINCINNATI, OH 45242

Vice President: _____

Address: _____

Secretary: MICHAEL J. van BELLEN

Address: 5TH FL., AMI BUILDING, 15 OSTERLEY WAY

MANUKAU CITY, P.O. BOX 97 606 SAMC, AUKLAND, NEW ZEALAND

Treasurer: BRUCE HOWE

Address: 4695 LAKE FOREST DRIVE, CINCINNATI, OH 45242

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

13. _____
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Bruce W. Howe, President
(Typed or printed name and capacity of person signing application)

SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR -9 AM 8:57

UNITED STATES OF AMERICA
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE.



I, J. Kenneth Blackwell, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations; that said records show KIWIPLAN, INC., an Ohio corporation, Charter No. 1017956, having its principal location in Cincinnati, County of Hamilton, was incorporated on July 28, 1998 and is currently in GOOD STANDING upon the records of this office.

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WITNESS my hand and official
seal at Columbus, Ohio on
March 7, 2000

J. Kenneth Blackwell
Secretary of State