

CT CORPORATION SYSTEM

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CORPORATION(S) NAME

Khameleon Software Inc.

700004132147--5
05/02/01--01004--013
*****70.00 *****70.00

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|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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01 MAY -2 PM 3:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

5/2/01

Order#: 4204942

Ref#: _____

Amount: \$ _____

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

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TO ACKNOWLEDGE
SUFFICIENCY OF FILING

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 MAY -2 PM 12:30

Handwritten signature and date 5/2

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

FILED
MAY 22 PM 3:39
SECRETARY OF STATE
TALLAHASSEE, 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.

1. Khameleon Software 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. Delaware 3. 04-3543683
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 12/26/2000 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. January 1, 2001
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 10 Speen Street, Framingham, MA 01701
(Current mailing address)

8. To develop software and to engage in any other act or activity lawful in the state of Florida
(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: C T Corporation System
Office Address: 1200 South Pine Island Road
Plantation, Florida, 33324
(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.

C T Corporation System
Lauren H. Kreatz LAUREN H. KREATZ,
(Registered agent's signature) ASSISTANT SECRETARY

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)
FL019 - 9/2/99 C T System Online

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

Chairman: Alfred C. Angelone

Address: 10 Speen Street, Framingham, MA 01701

Vice Chairman: _____

Address: _____

Director: Alfred C. Angelone

Address: 10 Speen Street, Framingham, MA 01701

Director: Terrence C. McCarthy

Address: 10 Speen Street, Framingham, MA 01701

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TALLAHASSEE, FLORIDA

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

President: Alfred C. Angelone

Address: 10 Speen Street, Framingham, MA 01701

Vice President: Terrence C. McCarthy

Address: 10 Speen Street, Framingham, MA 01701

Secretary: Terrence C. McCarthy

Address: 10 Speen Street, Framingham, MA 01701

Treasurer: Terrence C. McCarthy

Address: 10 Speen Street, Framingham, MA 01701

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

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

14. Terrence C. McCarthy, Vice President, Treasurer and Secretary
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "KHAMELEON SOFTWARE 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 TWENTY-SEVENTH DAY OF APRIL, A.D. 2001.

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.

FILED
MAY -22 PM 3:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3335688 8300

AUTHENTICATION: 1103146

010202940

DATE: 04-27-01