

# F01000003143

CORPORATION SYSTEM

CORPORATION(S) NAME

Mobius Management Systems Inc.

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FILED  
01 JUN 13 PM 4:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FILED  
2001 JUN 13 PM 12:29  
TO AMEND, FILE, USE  
SUFFICIENCY OF FILING  
DEPARTMENT OF STATE  
CORPORATION SERVICES

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

Name \_\_\_\_\_  
 Availability \_\_\_\_\_  
 Document \_\_\_\_\_  
 Examiner \_\_\_\_\_  
 Updater \_\_\_\_\_  
 Verifier \_\_\_\_\_  
 W.P. Verifier \_\_\_\_\_

6/13/01

Order#: 4568716

200004417962--8  
 Ref#: -06/13/01--01070--001  
 \*\*\*\*\*78.75 \*\*\*\*\*78.75

Amount: \$ \_\_\_\_\_

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

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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

FILED JUN 13 PM 1:04 DEPARTMENT OF STATE TALLAHASSEE, FLORIDA

1. Mobius Management Systems, 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 (State or country under the law of which it is incorporated) 3. 13-3078745 (FEI number, if applicable)

4. 8/26/96 (Date of incorporation) 5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification (Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 120 Old Post Road Rye, NY 10580 (Current mailing address)

8. License of internally developed computer software & sale of maintenance contracts (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida) to customers.

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 CONNIE BRYAN SPECIAL ASSISTANT SECRETARY (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)- SEE ATTACHED LIST**

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

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TALLAHASSEE, FLORIDA

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

President: Mitchell Gross

Address: 120 Old Post Road

Rye, NY 10580

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

Treasurer: David Gordon

Address: 120 Old Post Road

Rye, NY 10580

**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. David Gordon, Assistant Treasurer

(Typed or printed name and capacity of person signing application)

Application By Foreign Corporation For Authorization To Transact  
Business in Florida

Attachment

Directors of  
Mobius Management Systems, Inc.

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TALLAHASSEE, FLORIDA

NAME	ADDRESS
1. Mitchell Gross	c/o Mobius Management Systems, Inc. 120 Old Post Road Rye, NY 10580
2. Joseph J. Albracht	c/o Mobius Management Systems, Inc. 120 Old Post Road Rye, NY 10580
3. Kenneth Kopelman	Kramer Levin Naftalis & Frankel LLP 919 Third Avenue, 37th Floor New York, NY 10022
4. Peter Barris	c/o New Enterprise Associates 11951 Freedom Drive 1 Freedom Square, Suite 1240 Reston, VA 20190
5. Ed Glassmeyer	c/o Oak Investments 1 Gorham Island Westport, CT 06880
6. Gary Greenfield	c/o Merant 9420 Key West Avenue Rockville, Maryland 20850
7. Robert Levitan	c/o Flooz.com 1071 Avenue of the Americas, 10th Floor New York, NY 10018

Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MOBIUS MANAGEMENT SYSTEMS, 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 TWELFTH DAY OF JUNE, 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  
01 JUN 13 11 4: 04  
SECRETARY OF STATE  
ALLAHASSEE, FLORIDA



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1184641

DATE: 06-12-01

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