



FOI000006306

ACCOUNT NO. : 072100000032
 REFERENCE : 527299 5054777
 AUTHORIZATION : *Patricia Pigute*
 COST LIMIT : \$ 70.00

FILED
 01 DEC 10 AM 9:20
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

ORDER DATE : November 30, 2001

ORDER TIME : 2:24 PM

ORDER NO. : 527299-005

CUSTOMER NO: 5054777

700004717367--2

CUSTOMER: Ms. Jane Hatton
 Metasolv Software, Inc.
 5560 Tennyson Pkwy
 Plano, TX 75024-3532

6

FOREIGN FILINGS

NAME: METASOLV SOFTWARE, INC.

BK

RECEIVED
 01 DEC 10 PM 3:16
 DEPARTMENT OF STATE
 DIVISION OF CORPORATE REG
 TALLAHASSEE, FLORIDA

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Deborah Schroder -- EXT# 1118

EXAMINER: _____

TRANSMITTAL LETTER

FILED
01 DEC 10 AM 9:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO: Registration Section
Division of Corporations

SUBJECT: MetaSolv Software, Inc.
(Name of corporation - must include suffix)

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:

Rick Gates
(Name of Person)
MetaSolv Software, Inc.
(Firm/Company)
5560 Tennyson Parkway
(Address)
Plano, TX 75024-3532
(City/State and Zip code)

For further information concerning this matter, please call:

Rick Gates at (972) 543-5835
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

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

2. Delaware 3. 75-2436509
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 7/6/92 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 5560 Tennyson Pkwy Plano TX 75024-3532
(Principal office address)
5560 Tennyson Pkwy Plano TX 75024-3532
(Current mailing address)

8. All legal purposes
(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 Nays St
Tallahassee, Florida 32301
(City) (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.

Deborah D. Skipper Deborah D. Skipper
Asst. V. Pres.
(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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached list

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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B. OFFICERS

President: _____

Address: _____

Vice President: _____

Address: _____

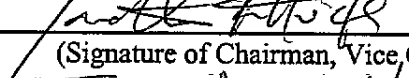
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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. Jonathan K. Hustis VP - Business Services
(Typed or printed name and capacity of person signing application)

MetaSolv Software Inc.
 Officers & Directors
 As of 12/01/01

Attachment

01 DEC 10 AM 9:20
 FILED
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Name	Title	Address	Phone Number
John W. White	Director	MetaSolv Software, Inc. 5560 Tennyson Pkwy Plano, TX 75024	972-403-8300
Lawrence J. Bouman	Director	MetaSolv Software, Inc. 5560 Tennyson Pkwy Plano, TX 75024	972-403-8300
Royce J. Holland	Director	MetaSolv Software, Inc. 5560 Tennyson Pkwy Plano, TX 75024	972-403-8300
John D. Thornton	Director	MetaSolv Software, Inc. 5560 Tennyson Pkwy Plano, TX 75024	972-403-8300
James P. Janicki	CEO Director	MetaSolv Software, Inc. 5560 Tennyson Pkwy Plano, TX 75024	972-403-8300
T. Curtis Holmes	President/COO Director	MetaSolv Software, Inc. 5560 Tennyson Pkwy Plano, TX 75024	972-403-8300
Glenn A. Etherington	CFO	MetaSolv Software, Inc. 5560 Tennyson Pkwy Plano, TX 75024	972-403-8300
Michael J. Cullen	VP- Engineering	MetaSolv Software, Inc. 5560 Tennyson Pkwy Plano, TX 75024	972-403-8300
Jonathan K. Hustis	VP- Business Services General Counsel Secretary	MetaSolv Software, Inc. 5560 Tennyson Pkwy Plano, TX 75024	972-403-8300
Sam L. Kelley, Jr.	VP- Professional Svc	MetaSolv Software, Inc. 5560 Tennyson Pkwy Plano, TX 75024	972-403-8300
Joseph W. Pollard	VP- Sales	MetaSolv Software, Inc. 5560 Tennyson Pkwy Plano, TX 75024	972-403-8300

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "METASOLV 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 THIRTIETH DAY OF NOVEMBER, 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 DEC 10 AM 9:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2302847 8300

AUTHENTICATION: 1475047

010610279

DATE: 11-30-01