

F 02000002108

April 9, 2002

Florida Department of State  
Registration Section  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

300005273023--8  
-04/15/02--01078--017  
\*\*\*\*125.00 \*\*\*\*125.00

Dear Sir or Madam:

Please accept our application for a business license in the state of Florida for our Internet Company, Whole Tomato Software, Inc. Enclosed are the following items:

Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida

Proof of incorporation from the state of Delaware

Proof of our registered agent in Delaware

Check for filing fee & designation of registered agent

W02-10755

If you have any questions or concerns, please contact me at home at 941-473-0038. Thank you for your attention in this matter.

Regards,

*Elizabeth Pool*

Elizabeth Pool  
WTS Accounting

300005273023--8  
-04/25/02--01029--006  
\*\*\*1095.00 \*\*\*1095.00

*W04/29*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 APR 25 AM 8:23

*lep*

TRANSMITTAL LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: Whole Tomato 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:

Elizabeth Pool  
(Name of Person)

Whole Tomato Software, Inc.  
(Firm/Company)

1733 Fessler St  
(Address)

ENGLEWOOD, FL 34223  
(City/State and Zip code)

For further information concerning this matter, please call:

Elizabeth Pool at (941) 473-0038  
(Name of Person) (Area Code & Daytime Telephone Number)

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~~-04/25/02--01023--076~~  
~~\*\*\*1095.00 \*\*\*70.00~~  
02 APR 25 AM 8:23  
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DIVISION OF CORPORATIONS

**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



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

April 17, 2002

ELIZABETH POOL  
1733 FESSLER ST.  
ENGLEWOOD, FL 34223

SUBJECT: WHOLE TOMATO SOFTWARE, INC.  
Ref. Number: W02000010755

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 APR 25 AM 8:23

We have received your document for WHOLE TOMATO SOFTWARE, INC. and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report/uniform business report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$1,150.

Enclosed please find a copy of section 607.1501, 617.1501, or 608.502, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a notarized affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501, 617.1501 or 608.502, Florida Statutes.

The form you submitted is for a limited liability company, but the entity is a corporation. Enclosed is the correct form for your use.

If you have any questions concerning the filing of your document, please call (850) 245-6958.

Lee Rivers  
Document Specialist

Letter Number: 002A00022829

**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.

1. Whole Tomato 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. 770466480  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 1997 5. perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 5/1/2001  
(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. 1733 Fessler St  
(Principal office address)  
Englewood, FL 34223  
(Current mailing address)

8. software development  
(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: Elizabeth Pool

Office Address: 1733 Fessler St  
Englewood, Florida 34223  
(City) (Zip code)

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DIVISION OF CORPORATIONS  
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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.*

Elizabeth Pool  
(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: \_\_\_\_\_

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

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

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

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

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

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

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

B. OFFICERS / owners

President: Jeff STRAATHOF

Address: 6417 Berwickshire Wy  
SAN JOSE, CA 95120

Vice President: Jerry Pool

Address: 1733 Fessler St  
Englewood, FL 34223

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


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

Treasurer: \_\_\_\_\_

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

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DIVISION OF CORPORATIONS  
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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. Jerry Pool, V.P.  
(Typed or printed name and capacity of person signing application)

# Delaware

PAGE 1

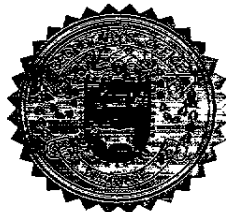
*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WHOLE TOMATO 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 NINTH DAY OF APRIL, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "WHOLE TOMATO SOFTWARE, INC." WAS INCORPORATED ON THE EIGHTEENTH DAY OF SEPTEMBER, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 APR 25 AM 8:23



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020226153

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1710619

DATE: 04-09-02