

F03000001013

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

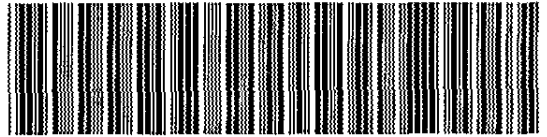
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



500013022025

FILED

03 FEB 28 PM 2:24

SECTIONS OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

03 FEB 28 CH 12:02

SECTIONS OF STATE
TALLAHASSEE, FLORIDA

BK



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 929742 7361528

AUTHORIZATION :

Patricia Pigute

COST LIMIT : \$ 70.00

FILED
03 FEB 28 PM 2:24
SECRETARY OF STATE
BALTIMORE, FLORIDA

ORDER DATE : February 12, 2003

ORDER TIME : 10:47 AM

ORDER NO. : 929742-015

CUSTOMER NO: 7361528

CUSTOMER: Mr. Adam Zarren
Nueberger, Quinn, Gielen,
Floor 27th
1 South Street
Baltimore, MD 21202-3282

FOREIGN FILINGS

NAME: AVATECH SOLUTIONS SUBSIDIARY,
INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull -- EXT# 1115

EXAMINER: _____

**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. Avatech Solutions Subsidiary, 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. N/A
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. September 9, 1996 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon filing
(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. 11403 Cronhill Drive, Suite A, Owings Mills, Maryland 21117
(Principal office address)
c/o Mr. Gary Rever, 11403 Cronhill Drive, Suite A, Owings Mills, Maryland 21117
(Current mailing address)
8. To sell software and provide support and professional services.
(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: LexisNexis Document Solutions, Inc.

Office Address: 3953 W.W. Kelley Road
Tallahassee, Florida 32311
(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.

LexisNexis Document Solutions Inc.

Randee Gileau, Assistant Secretary
Randee Gileau (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: W. James Hindman

Address: 2322 Nicodemus Road, Westminster, MD 21157

Vice Chairman: Henry D. Felton

Address: 11403 Cronhill Drive, Suite A, Owings Mills, MD 21117

Director: Eugene Fischer

Address: c/o Capstone Ventures

3000 Sand Hill Road, Building 1, Suite 290, Menlo Park, CA 94025

Director: James A. Fanella

Address: 23 Wescott Drive, South Barrington, IL 60010

(SEE EXHIBIT 1 FOR ADDITIONAL DIRECTORS)

B. OFFICERS

President: Donald ("Scotty") Walsh, CEO

Address: 11403 Cronhill Drive, Suite A, Owings Mills, Maryland 21117

Vice President: Joel Nicholson

Address: 11403 Cronhill Drive, Suite A, Owings Mills, Maryland 21117

Secretary: A. Gary Rever, Senior Vice President and CFO

Address: 11403 Cronhill Drive, Suite A, Owings Mills, Maryland 21117

Treasurer: (SEE EXHIBIT 1 FOR ADDITIONAL OFFICERS)

Address: _____

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

13. A. Gary Rever CFO

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

14. A. Gary Rever, Senior Vice President and CFO

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

FILED
03 FEB 28 PM 2:24
STATE
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

EXHIBIT 1

DIRECTORS (continued from Application—Florida)

John Sasser
1820 Circle Road
Baltimore, MD 21204

Donald ("Scotty") Walsh
11403 Cronhill Drive, Suite A
Owings Mills, MD 21117

OFFICERS (continued from Application—Florida)

Scott Fischer
Executive Vice President of Operations
11403 Cronhill Drive, Suite A
Owings Mills, MD 21117

Debra Keith
Senior Vice President of Sales and Marketing
4322 North Beltline Road, Suite B-110
Irving, TX 75038

FILED
03 FEB 28 PM 2:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

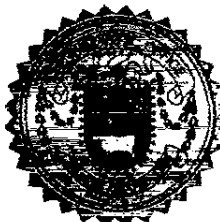
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AVATECH SOLUTIONS SUBSIDIARY, 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-FIRST DAY OF JANUARY, A.D. 2003.

FILED
03 FEB 28 PM 2:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



2662225 8300

030040624

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2215413

DATE: 01-21-03