

F03000003205

00855-00310-00734-00647-02963 *\$3450

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

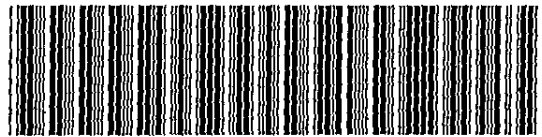
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

~~W03-12354~~

Office Use Only



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06/26/03--01040--015 **9450.00

04/29/03--01037--004 **70.00

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DIVISION OF CORPORATIONS
03 JUN 27 AM 10:29

F03-3205
SA 6/27

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: GENESIS TECHNOLOGY SOLUTIONS, 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:

JENNIFER PARSONS
(Name of Person)
GENESIS TECHNOLOGY SOLUTIONS, INC.
(Firm/Company)
100 DANBURY RD. SUITE 105
(Address)
BIDGEFIELD, CT 06877
(City/State and Zip code)

For further information concerning this matter, please call:

JENNIFER PARSONS at (203) 431-0287
(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

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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

April 30, 2003

JENNIFER PARSONS
GENESIS TECHNOLOGY SOLUTIONS, INC.
100 DANBURY RD., SUITE 105
RIDGEFIELD, CT 06877

SUBJECT: GENESIS TECHNOLOGY SOLUTIONS, INC.
Ref. Number: W03000012354

We have received your document for GENESIS TECHNOLOGY SOLUTIONS, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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 \$3,450.00.

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return a copy of this letter, within 60 days or your filing will be considered abandoned.

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If you have any questions concerning the filing of your document, please call
(850) 245-6967.

Michelle Hodges
Document Specialist

Letter Number: 603A00026325

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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

June 3, 2003

JENNIFER PARSONS
GENESIS TECHNOLOGY SOLUTIONS, INC.
100 DANBURY RD., SUITE 105
RIDGEFIELD, CT 06877

SUBJECT: GENESIS TECHNOLOGY SOLUTIONS, INC.
Ref. Number: W03000012354

We have received your document for GENESIS TECHNOLOGY SOLUTIONS, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

You failed to make the correction(s) requested in our previous letter.

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 \$3,450.00.

Please return a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6967.

Michelle Hodges
Document Specialist

Letter Number: 503A00034698

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RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned BURTON G. MACARTHUR, do hereby certify
(Name)

that this Resolution of the Board of Directors of _____
GENESIS TECHNOLOGY SOLUTIONS, INC
(Corporate Name)

a corporation duly organized and existing under the laws of the State of DELAWARE,
was duly adopted on JANUARY 28th, 1999.

Be it resolved, that GENESIS TECHNOLOGY SOLUTIONS, INC,
(Corporate Name)

organized and existing in the State of DELAWARE, hereby adopts the name
GENESIS SOLUTIONS, INC for use in Florida.

Dated: MAY 9, 2003


Signature of either Chairman, Vice Chairman or any officer

BURTON G. MACARTHUR
Type or print name

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03 JUN 27 AM 10:29

Make checks payable to Florida Department of State and mail to:
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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. GENESIS TECHNOLOGY SOLUTIONS 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. 02-0505660 (FEI number, if applicable)

4. 1-28-1999 (Date of incorporation) 5. PERPETUAL (Duration: Year corp. will cease to exist or "perpetual")

6. 12-1-00 (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. 100 DANBURY RD SUITE 105 RIDGEFIELD CT 06877 (Principal office address)

100 DANBURY RD SUITE 105 RIDGEFIELD CT 06877 (Current mailing address)

8. BUSINESS AND TECHNOLOGY CONSULTING 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: Stephen Silver

Office Address: 4151 GULF SHORE BLD NORTH UNIT #1203

NAPLES, Florida 34103 (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.

(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.

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12. Name and business addresses of officers and/or directors:

Directors

Chairman: Stephen W. Silver
Address: 100 Danbury Rd Suite 105 Ridgefield CT 06877
Director: Wayne P. Brisson
Address: 100 Danbury Rd Suite 105 Ridgefield CT 06877
Director: Burton G. MacArthur
Address: 100 Danbury Rd Suite 105 Ridgefield CT 06877
Director: Robert D. MacArthur
Address: 100 Danbury Rd Suite 105 Ridgefield CT 06877
Director: Thomas R. Terfehr
Address: 100 Danbury Rd Suite 105 Ridgefield CT 06877

Officers

Chairman: Stephen W. Silver
Address: 100 Danbury Rd Suite 105 Ridgefield CT 06877
E.V.P.: Wayne P. Brisson
Address: 100 Danbury Rd Suite 105 Ridgefield CT 06877
C.E.O.: Burton G. MacArthur
Address: 100 Danbury Rd Suite 105 Ridgefield CT 06877
E.V.P./Sec: Robert D. MacArthur
Address: 100 Danbury Rd Suite 105 Ridgefield CT 06877
E.V.P.: Thomas R. Terfehr
Address: 100 Danbury Rd Suite 105 Ridgefield CT 06877
C.F.O./Treasurer: Carl D. Graves
Address: 100 Danbury Rd Suite 105 Ridgefield CT 06877

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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.

Carl D. Graves, Chief Financial Officer

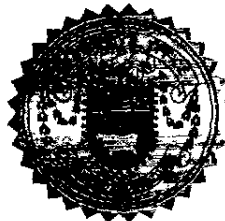
(Typed or printed name and capacity of person signing application)

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GENESIS TECHNOLOGY SOLUTIONS, 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 MAY, A.D. 2003.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2998314 8300

AUTHENTICATION: 2430072

030320636

DATE: 05-21-03