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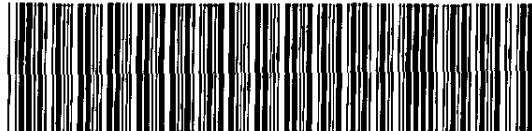
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 728687 7202933
AUTHORIZATION : *Matthew Young*
COST LIMIT : \$ PPD

ORDER DATE : November 29, 2005
ORDER TIME : 9:44 AM
ORDER NO. : 728687-005
CUSTOMER NO: 7202933

08 DEC -2 PM 2:52
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: PROFICIENCY, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Matthew Young -- EXT# 2962

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.

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TALLAHASSEE, FLORIDA

1. PROFICIENCY, INC.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. DELAWARE 3. 04-3485623
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 06/25/1999 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 10/24/2005
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 880 WINTER STREET, SUITE 320, WALTHAM, MA 02451
(Principal office address)

880 WINTER STREET, SUITE 320, WALTHAM, MA 02451
(Current mailing address)

8. SALES AND INSTALLATION OF SOFTWARE
(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 NOT acceptable)

Name: CORPORATION SERVICE COMPANY

Office Address: 1201 HAYS STREET

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.


(Registered agent's signature) ROBERT FARRUGIA
ASST. VICE PRESIDENT

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: **SEE ATTACHMENT**

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: **TRENTON H. BROWN**

Address: **880 WINTER STREET, SUITE 320, WALTHAM, MA 02451**

Vice President: _____

Address: _____

Secretary: **KERRY HOPKIN**

Address: **880 WINTER STREET, SUITE 320, WALTHAM, MA 02451**

Treasurer: **KERRY HOPKIN**

Address: **880 WINTER STREET, SUITE 320, WALTHAM, MA 02451**

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

13. _____
(Signature of Director or Officer listed in number 12 of the application)

14. **KERRY G. HOPKIN, CFO**
(Typed or printed name and capacity of person signing application)

Proficiency, Inc.
880 Winter Street, Suite 320
Waltham, MA 02451

List of Directors :

Name	Address	City	State	Zip
Trenton H. Brown	880 Winter Street, Suite 320	Waltham	MA	02451
Izhar Armony	880 Winter Street, Suite 320	Waltham	MA	02451
Jim Baum	880 Winter Street, Suite 320	Waltham	MA	02451
Marc Dulude	880 Winter Street, Suite 320	Waltham	MA	02451
Shlomo Dovrat	880 Winter Street, Suite 320	Waltham	MA	02451
Aaron Mankovsky	880 Winter Street, Suite 320	Waltham	MA	02451

Delaware

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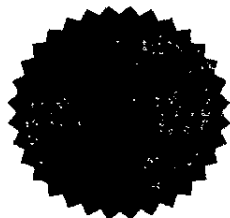
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PROFICIENCY, 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-NINTH DAY OF NOVEMBER, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PROFICIENCY, INC." WAS INCORPORATED ON THE TWENTY-FIFTH DAY OF JUNE, A.D. 1999.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4327969

DATE: 11-29-05