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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W14-28554

π 07/29/14



FLORIDA DEPARTMENT OF STATE
Division of Corporations

*corrected &
Resubmit
6/27/2014 *
7/2/14*

May 6, 2014

BECKY CHILD
HAYES SOFTWARE SYSTEMS
11910 ANDERSON MILL RD., SUITE A
AUSTIN, TX 78726

SUBJECT: GEM/CAP, INC.
Ref. Number: W14000028554

We have received your document for GEM/CAP, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of your corporation is not available in Florida. An out-of-state corporation whose name is not available must adopt an alternate corporate name for use in Florida. The alternate corporate name must contain "Incorporated," "Company," "Corporation," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp." Please enter the alternate corporate name in the space provided in number one of the application.

The document number of the name conflict is P050000⁶³⁴¹¹36471 (GEMCAP, INC.).

The date first transacted business in Florida within the meaning of s. 607.1501 or 605.0905, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4) or 605.0904(7), F.S., this office is required to collect a civil penalty of \$1,000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

Please return the corrected original and one copy of your document, along with 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) 245-6052.

Thomas Chang
Regulatory Specialist II
New Filing Section

Letter Number: 514A00009650

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: GEM/CAP, 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," or "Certificate of Good Standing" 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:

BECKY CHILD
Name of Person

GEM/CAP, INC.
Firm/Company

12001 RESEARCH BLVD. SUITE 103
Address

AUSTIN, TEXAS 78759
City/State and Zip code

bchild@hayessoft.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

BECKY CHILD at (800) 749-5086
Name of Person Area Code & Daytime Telephone Number

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing 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.

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

HAYES SOFTWARE SYSTEMS, INC. (If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. TEXAS (State or country under the law of which it is incorporated) 3. 74-2576112 (FEI number, if applicable)

4. 7/11/1990 (Date of incorporation) 5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. 6-1-2014 (Date first transacted business in Florida, if prior to registration) (SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 12007 RESEARCH Blvd. Suite 103 Austin, Tx 78759 (Principal office address)

12007 RESEARCH Blvd. Suite 103 Austin, Tx 78759 (Current mailing address)

8. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: NRAI Services, Inc.

Office Address: 1200 South Pine Island Road Plantation, Florida 33324 (City) (Zip code)

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9. 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.

Kimberly Steinmetz

Kimberly Steinmetz, VP & Assistant Secretary National Registered Agents, Inc.

(Registered agent's signature)

10. 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.

11. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Eugene M. Hayes
Address: 12007 Research Blvd., Suite 103
Austin, Tx 78759

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Michael J. Hayes
Address: 12007 Research Blvd., Suite 103
Austin, Tx 78759

Vice President: _____

Address: _____

Secretary: _____

Address: _____

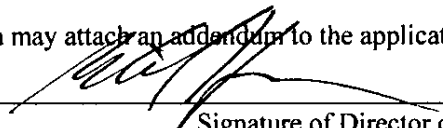
Treasurer: _____

Address: _____

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TALLAHASSEE, FLORIDA

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

12. _____



Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

13. Michael Hayes, President + CEO

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

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Nandita Berry
Secretary of State

Office of the Secretary of State

Certificate of Fact

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Articles Of Incorporation for GEM/CAP, INC. DBA/ HAYES SOFTWARE SYSTEMS (file number 115946500), a Domestic For-Profit Corporation, was filed in this office on July 11, 1990.

It is further certified that the entity status in Texas is in existence.

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CORPORATION DIVISION
RECORDS SECTION
AUSTIN, TEXAS

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on May 08, 2014.



NANDITA BERRY

Nandita Berry
Secretary of State