

F97000000320



Oct. 30, 1997

Secretary of State
Qualification/Tax Lien Section
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

800002362628--8
-12/04/97--01025--006
*****35.00 *****35.00

Re.: GeneXus, Inc. Address/Business Change

Dear Sir/Madam:

I am writing this letter in reference to GeneXus, Inc.'s Authorization to do business in your state. Our authorization number is F97000000320. Our sales/use tax identification number is 78-14-079628-32-5, we will be closing this account with your state as well. Recently, our office relocated to the following permanent address:

1271 S.W. Harrison
Topeka, KS 66612
785-357-0079
FID: 04-313-7810

Enclosed you will find the required Corporate Resolution for this change.

In addition, GeneXus, Inc. will no longer be pursuing direct sales in your state as of December 31, 1997. Due to this change in our business strategy, we will no longer have the need to collect or remit taxes in your state. Please take this letter as written notice to close our account with your office as of the aforementioned date, December 31, 1997. After that date, GeneXus, Inc. will no longer be filing tax reports, collecting sales/use taxes, or remitting sales/use tax, nor will our company be renewing our authorization to do business in this state.

Please feel free to contact our office if any questions or concerns should arise regarding this letter.

Thank you in advance for your time and cooperation on this very important matter. Written confirmation of this letter would be greatly appreciated.

Sincerely,

Dawn McLain
Financial Controller
Officer-Sec./Treas.

Cc: file, mize houser & co., ct corp.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC -4 AM 8:07

withdr.
12-10-97
CC

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL
OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS
IN FLORIDA**

GeneXus, Inc.

(Name of Corporation)

Mass. U.S.A.

(Incorporated Under Laws Of)

97 DEC -4 AM 8: 07

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

1271 S.W. Harrison St.

(Mailing Address)

Topeka, KS. 66612

(City/ State /Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.

Dawn McJain Sec./Treas.

Signature

Title

Dawn McJain

Typed or printed name

11/24/97

Date

**CERTIFIED COPY OF RESOLUTION
OF BOARD OF DIRECTORS OF
GENEXUS, INC.**

Dawn McLain, Secretary of GeneXus, Inc., hereby certifies that the following is a true and correct copy of a Resolution duly adopted by unanimous consent of the Board of Directors of GeneXus, Inc., effective August 18, 1997:

WHEREAS, this Corporation has moved the location of its principal place of business,

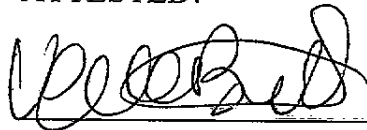
NOW, THEREFORE, be it resolved that this Corporation hereby designates 1271 SW Harrison, Topeka, Kansas 66612 as its principal place of business effective August 18, 1997.

GENEXUS, INC.

By: 

Dawn McLain, Secretary

ATTESTED:



Veronica Buitrón