F98000001493

Document Number Only

C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City State Zip Phone

00000242251O--4
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*****70.00 *****70.00

W98-2671

CORPORATION(S) NAME

Gartner Group, Inc.

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(✓) Profit
( ) NonProfit
( ) Limited Liability Company
(✓) Foreign

( ) Amendment
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( ) Merger
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( ) Limited Partnership
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

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374 mel

February 5, 1998

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SUBJECT: GARTNER GROUP, INC.
Ref. Number: W98000002671

We have received your document for GARTNER GROUP, 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 unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return 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) 487-6097.

Michael Mays
Document Specialist

Letter Number: 898A00006735

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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

GARTNER GROUP, INC.

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Manuel A. Fernandez, do hereby certify that the following Resolution of the Board of Directors of Gartner Group, Inc., a corporation duly organized and existing under the laws of the State of Delaware, was duly adopted on January 20, 1998.

RESOLVED, that Gartner Group, Inc., organized and existing under the laws of the State of Delaware, hereby adopts the name **Gartner Group Financial Services**, Inc. for use in Florida.

Dated this 16 day of March, 1998.

Manuel A. Fernandez, Director

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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. Gartner Group, 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. 04-3099750
(FEI number, if applicable)

4. June 1, 1990
(Date of Incorporation)

5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. January 30, 1998
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.)

7. 56 Top Gallant Road
Stamford, CT 06904
(Current mailing address)

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8. Any lawful activity permitted under the laws of the State of Florida
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box NOT acceptable)

Name: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324
(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.

Connie Bryan
(Registered agent's signature)
Connie Bryan, Special Asst. Secretary

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 addresses of officers and/or directors: (Street address **ONLY**- P. O. Box **NOT** acceptable)

A. DIRECTORS (Street address only- P. O . Box NOT acceptable)

Chairman: SEE ATTACHED

Address: ____________________

Vice Chairman: ____________________

Address: ____________________

____

Director: ____________________

Address: ____________________

____

Director: ____________________

Address: ____________________

____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: SEE ATTACHED

Address: ____________________

____

Vice President: ____________________

Address: ____________________

____

Secretary: ____________________

Address: ____________________

____

Treasurer: ____________________

Address: ____________________

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

13. Greg E. Morrow
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Gregory E. Morrow, Assistant Treasurer
(Typed or printed name and capacity of person signing application)

DIRECTORS OF GARTNER GROUP, INC.:
FID# 04-3099750

NAME	**BUSINESS**	**RESIDENCE**
Manuel A. Fernandez	Gartner Group, Inc. 56 Top Gallant Road P.O. Box 10212 Stamford, CT 06904-2212	324 Nod Hill Road Wilton, CT 06897
Stephen Pagliuca	Information Partners Two Copley Place Boston, MA 02116	25 Sewall Street Newton, MA 02165
William Grabe	General Atlantic Ptnrs 3 Pickwick Plaza Greenwich, CT 06830	4 Side Hill Road Suite 200 Westport, CT 06880
Dennis Sisco		Storm Ridge Farm Poverty Hollow Road Newtown, CT 06479
John Imlay	Imlay Investments 945 E Paces Ferry Rd NE Suite 2450 Atlanta, GA 30326-1125	999 Stovall Blvd NE Atlanta, GA 30319
Max Hopper	SABRE Technology Group PO Box 619616 MD 5606 Dallas Fort Worth, TX 75261-9618	12104 Madeleine Circle Dallas, TX 75230
Robert Weissman.	Cognizant Enterprises 200 Nyala Farms Road Westport, CT 06880	

OFFICERS OF GARTNER GROUP, INC.:

Chief Executive Officer
Manuel A. Fernandez
56 Top Gallant Road
Stamford, CT 06904
266-80-0495

Secretary/Treasurer/Executive Vice President/Chief Financial Officer
John F. Halligan
56 Top Gallant Road
Stamford, CT 06904
024-36-2460

Executive Vice President/President, Distribution
E. Follett Carter
56 Top Gallant Road
Stamford, CT 06904
040-36-3978

President & Chief Operating Officer
William Clifford
56 Top Gallant Road
Stamford, CT 06904
046-38-6932

Executive Vice President/President Emerging Business
Michael Fleisher
56 Top Gallant Road
Stamford, CT 06904

Assistant Treasurer
Gregory E. Morrow
56 Top Gallant Road
Stamford, CT 06904

Assistant Treasurer/Senior Vice President/Controller
Richard Gannon
56 Top Gallant Road
Stamford, CT 06904

Assistant Secretary
Cathy Satz
56 Top Gallant Road
Stamford, CT 06904
130-56-7171

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GARTNER GROUP, 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 THIRTIETH DAY OF JANUARY, A.D. 1998.

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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Edward J. Freel, Secretary of State

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AUTHENTICATION: 8895336

DATE: 01-30-98