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ACCOUNT NO. : 072100000032

REFERENCE : 740667 4304935

AUTHORIZATION *Patricia Poynt*

COST LIMIT : \$ 70.00

ORDER DATE : March 13, 1998

ORDER TIME : 9:42 AM

ORDER NO. : 740667-035

500002460685--2

CUSTOMER NO: 4304935

CUSTOMER: Thomas R. Mulcahy, Legal Asst
Edwards & Angell
101 Federal Str.
23rd Floor
Boston, MA 02110

FOREIGN FILINGS

NAME: DELPHAX SYSTEMS, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 18 PM 12:16

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RECEIVED
98 MAR 18 AM 11:34
DIVISION OF CORPORATION

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. Delphax Systems, 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 3. 06-1494337
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. August 29, 1997 5. perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. February 2, 1998
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))

7. 5 Campanelli Circle
Canton, MA 02021
(Current mailing address)

8. Development of printing technology and equipment
(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: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(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.

By: Suzanne T. Cryan
(Registered agent's signature)
Suzanne T. Cryan Asst. V.P.

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. 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) See attached

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. *D. E. Hultstrom*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14. Dennis Hultstrom, Treasurer
(Typed or printed name and capacity of person signing application)

Delphax Systems, Inc.
Information Sheet

OWNER

Xerox Corporation
P.O. Box 1600
800 Long Ridge Road
Stamford, CT 06904-1600
(p) 203-968-3000

EIN# 16-0468020

SOLE DIRECTOR

Anshoo Gupta
SSN 058-46-0909

Business Address & Telephone

Xerox Corporation
Xerox Centre Drive, ESC1-16A
El Segundo, CA 90245
(p) 310-333-8700
(f) 310-333-8730

Home Address & Telephone

30621 Calle De Suenos
Rancho Palos Verdes, CA 90275
(p) 301-544-9242

OFFICERS

Roger G. Parsons, President
SSN 018-62-1479

Business Address & Telephone

Delphax Systems Inc.
5 Campanelli Circle
Canton, MA 02021
(p) 781-575-7202
(f) 781-828-9967

Home Address & Telephone

245 Meadowbrook Road
Dedham, MA 02026
(p) 781-329-3155

Dennis E. Hultstrom, Treasurer
SSN 022-32-9277

Business Address & Telephone

Delphax Systems Inc.
5 Campanelli Circle
Canton, MA 02021
(p) 781-575-7202
(f) 781-828-9967

Home Address & Telephone

16 Robert Road
Acton, MA 01720
(p) 978-897-4814

Martin W. Wagner, Secretary
SSN 117-28-0214

Business Address & Telephone

Xerox Corporation
800 Long Ridge Road
Stamford, CT 06904
(p) 203-968-3457
(f) 203-968-3446

Home Address & Telephone

21 Kellogg Drive
Wilton, CT 06897
(p) 203-762-3536

Roy B. Larson, Secretary
SSN 226-82-3091

Business Address & Telephone

Xerox Corporation
800 Long Ridge Road
Stamford, CT 06904
(p) 203-968-4528
(f) 203-968-3446

Home Address & Telephone

8 Murray Avenue
Mahwah, NJ 07430
(p) 201-891-8239

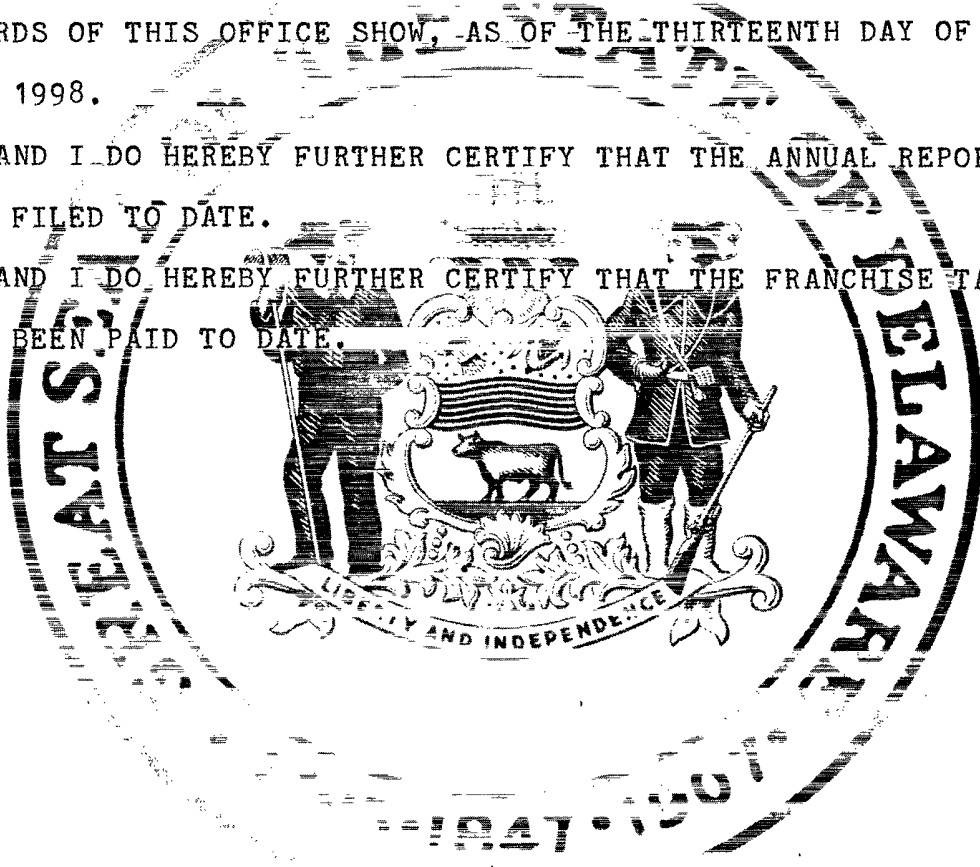
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State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DELPHAX SYSTEMS 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 THIRTEENTH DAY OF MARCH, A.D. 1998.

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

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



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SECRETARY OF STATE
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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8970457

DATE: 03-13-98