

F 990000002174



THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 217315 4344659

AUTHORIZATION : Patricia Pappas

COST LIMIT : \$ ~~43.75~~ \$78.75

ORDER DATE : April 26, 1999

ORDER TIME : 10:13 AM

ORDER NO. : 217315-005

CUSTOMER NO: 4344659

600002851236--0

CUSTOMER: Andrew Dunstan, Legal Asst
Greenberg Traurig Hoffman
Suite 300 East Tower
777 S. Flagler Drive
West Palm Beach, FL 33401

W99-9421

FOREIGN FILINGS

NAME: COLLECTIVE WISDOM, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Christine Lillich

FILED
99 APR 26 PM 12:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten signature and date: 4/27/99

RECEIVED
99 APR 26 AM 10



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 26, 1999

CSC

SUBJECT: COLLECTIVE WISDOM, INC.
Ref. Number: W99000009721

RESUBMIT

Please give original
submission date as file date.

We have received your document(s) in this office, however, a copy of the document is being returned for the following:

The registered agent must sign accepting the designation.

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) 487-6094.

Agnes Lunt
Document Specialist

Letter Number: 699A00021855

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TALLAHASSEE, FLORIDA

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. Collective Wisdom, 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. "applied for"
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. April 21, 1999 5. "perpetual"
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. April 23, 1999
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 11863 Wimbledon Circle
Wellington, FL 33414
(Current mailing address)

8. To engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.
(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 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.

CORPORATION SERVICE COMPANY
By: Karen B. Rozar
(Registered agent's signature)

Karen B. Rozar, Asst. Sec.
Corporation Service Company

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TALLAHASSEE, FLORIDA

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. Mark Abouzeid
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Mark Abouzeid, President
(Typed or printed name and capacity of person signing application)

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Director: Mark Abouzeid
Address: c/o 11863 Wimbledon Circle
Wellington, FL 33414

Director: Donald S. Galante
Address: c/o 11863 Wimbledon Circle
Wellington, FL 33414

Director: Dennis Witkowski
Address: c/o 11863 Wimbledon Circle
Wellington, FL 33414

Director: Geoff Choo
Address: c/o 11863 Wimbledon Circle
Wellington FL 33414

Director: John Lustina
Address: c/o 11863 Wimbledon Circle
Wellington FL 33414

B. OFFICERS

President: Mark Abouzeid
Address: c/o 11863 Wimbledon Circle
Wellington, FL 33414

Secretary: Kate Hyatt
Address: c/o 11863 Wimbledon Circle.
Wellington, FL 33414

Treasurer: Cassandra Nordenbrock
Address: c/o 11863 Wimbledon Circle
Wellington, FL 33414

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TALLAHASSEE, FLORIDA

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "COLLECTIVE WISDOM, 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-FIRST DAY OF APRIL, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

9700369

DATE:

04-21-99

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