

Document Number Only

F99000003751

CT Corporation System

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 (850)222-1092

City

State

Zip

Phone

400002912004--1

-06/22/99--01038--008

*****70.00 *****70.00

CORPORATION(S) NAME

VASTELA, INC

☒ Profit
☐ NonProfit

☐ Amendment

☐ Merger

W99-14528

☒ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other ucc Filing

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☐ Certified Copy

☐ Photo Copies

☐ Fic Name

☐ CUS

☐ Call When Ready

☐ Call if Problem

☐ After 4:30

☒ Walk In

☐ Will Wait

☒ Pick Up

☐ Mail Out

Name
Availability

Document
Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

Please Return Extra Copies
File Stamped To:

Jeffrey Butterfield

ALI



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 22, 1999

CT CORPORATION SYSTEM
660 E. JEFFERSON STREET
TALLAHASSEE, FL 32301

SUBJECT: VASTERA, INC.
Ref. Number: W99000014528

We have received your document for VASTERA, 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:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$8265.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a notarized affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 487-6094.

Agnes Lunt
Document Specialist

Letter Number: 399A00033239



45025 Aviation Drive • Suite 200 • Dulles, VA 20166-7554
Phone: 703.661.9006 • Fax: 703.742.4580 • <http://www.vastera.com>

Ms. Agnes Lunt
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

June 24, 1999

Re: Ref. Number W99000014528

Dear Ms. Lunt,

I am writing in reference to your correspondence to CT Corporation System concerning Vastera, Inc.'s qualification in the State of Florida. Enclosed is a copy of that correspondence for your convenience. In short, you have indicated that Vastera, Inc. is being assessed penalties in the amount of \$8,265 for transacting business in Florida prior to qualification. I am writing to formally request a waiver of penalty.

Vastera, Inc. has entered into a voluntary disclosure agreement for Florida sales/use and corporate income taxes - DTA #9900214, which was filed with Ms. Kathleen Marsh with the State of Florida Department of Revenue on June 4, 1999. As part of that agreement, the State of Florida agreed not to assess any penalties of any kind for sales/use tax and income tax for the periods prior to February 1, 1999. In addition, Vastera, Inc. agreed to promptly register and comply with all future filing requirements.

Vastera, Inc. was not aware of the requirements to file for qualification for the following reasons:

- Vastera's failure to comply resulted from unintentional oversight and lack of sophistication regarding Florida's laws and not from negligence or intentional disregard.
- Vastera had qualified in the Commonwealth of Virginia (where the corporation is headquartered).
- Vastera does not own or lease an office in Florida.
- Vastera does not have property in Florida.
- Vastera has no employees residing or located in Florida.
- Vastera believed it had minimal activity, and therefore nexus had not been established in Florida.

As such, and given that Vastera has voluntarily come forth in good faith to satisfy its prior filing obligations and comply with its future filing obligations, I respectfully request a waiver of penalty regarding our qualification.

If you have any questions, please contact me at 703-661-9006. Thank you for your immediate attention to this matter.

Sincerely,

A handwritten signature in cursive script, appearing to read "David C. Souders".

David C. Souders, CPA
Manager, Accounting
Vastera, Inc.

RECEIVED

JUN 28 1999

Office of General Counsel
Department of State



45025 Aviation Drive • Suite 200 • Dulles, VA 20166-7554
Phone: 703.661.9006 • Fax: 703.742.4580 • <http://www.vastera.com>

RECEIVED

JUL 21 1999

Office of General Counsel
Department of State

Mr. Gerard York, Assistant General Counsel
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

July 15, 1999

Re: Ref. Number W99000014528

Dear Mr. York,

Enclosed is an affidavit relating to our business practice in Florida. As indicated in a previous letter, our practice does not constitute transacting business within Florida as outlined in section 607.1501(1). Please advise on how to proceed with the qualification.

If you have any questions, please contact me at 703-661-9006. Thank you for your attention to this matter.

Sincerely,

A handwritten signature in cursive script that reads "David C. Souders".

David C. Souders, CPA
Manager, Accounting
Vastera, Inc.

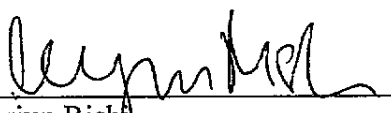
Affidavit

Commonwealth of Virginia

ss:

County of Fairfax, to wit:

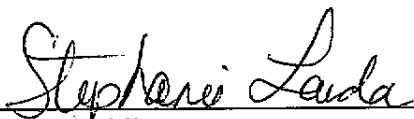
Arjun Rishi, the undersigned being duly sworn, do hereby make this affidavit willingly and with full knowledge of the facts set forth herein, that he is President of Vastera, Inc., a corporation created and existing under and by virtue of the laws of the State of Delaware with its principal office located at 45025 Aviation Drive, Dulles Virginia and he makes this affidavit for and on behalf of Vastera, Inc.. Vastera has never had or does not currently have an office or any employees within the State of Florida. Vastera sales and marketing employees only visit prospective customers to solicit future business by conducting sales calls and presentations within the State of Florida. All agreements for the sale of Vastera's software products, consulting services, maintenance and technical support, are accepted and executed in the corporate office at Dulles, Virginia.


Arjun Rishi

President
Vastera, Inc.

Subscribed and sworn to before me in the County and State aforesaid, this 14th day of July, 1999

My commission expires 11/30/2001.


Notary Public



Department of State

Memorandum Office of the General Counsel

TO: File

FROM: Gerard York, Assistant General Counsel

DATE: July 21, 1999

RE: Vastera, Inc.

Based on my review of the file, conversations with corporate counsel and the affidavit received from the corporation, it is my recommendation that this file be closed. Affidavit establishes that line 6 of original application was in error and that corporation has not been transacting business in Florida. However, corporation does wish to proceed with application for a certificate of authority and, accordingly, it is recommended corporation be issued a certificate of authority.

/gty

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. Vastera 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. 54-1616513
(FEI number, if applicable)
4. July 25, 1996
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. 1/1/92
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 45025 Aviation Drive, Suite 200, Dulles, Virginia 20166-7554

(Current mailing address)
8. Vastera develops, sells and provides consulting services for an international trade logistics software product.
(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:

Name: C T Corporation System
Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

Kevin J. Gallagher
(Registered agent's signature) (Officer)

Kevin J. Gallagher, Asst. VP

(Type Name and Title of Officer)

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:

A. DIRECTORS

Chairman: see attached list

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Arjun Rishi

Address: 45025 Aviation Drive, Suite 200
Dulles, Virginia 20166-7554

Vice President: _____

Address: _____

Secretary: PR Rishi

Address: 45025 Aviation Drive, Suite 200
Dulles, Virginia 20166-7554

Treasurer: _____

Address: _____

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

13.



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

14.

PRES. & CEO

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

Application for Foreign Corporation for a Certificate of Authority

**Directors of
Vastera Inc.**

1. Arjun Rishi
45025 Aviation Drive, Suite 200
Dulles, Virginia 20166-7554
2. PR Rishi
45025 Aviation Drive, Suite 200
Dulles, Virginia 20166-7554
3. Bob Barrett
901 Mariner's Island Blvd., Suite 475
San Mateo, California 94404
4. Richard Kimball
575 High Street, Suite 400
Palo Alto, California 94301
5. Richard Lefebvre
12914 Travilah Road
Potomac, Maryland 20854-1088
6. James Robinson IV
126 East 56th Street
New York, New York 10022

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VASTERA, 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 SEVENTEENTH DAY OF JUNE, A.D. 1999.

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.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2644419 8300

991244728

AUTHENTICATION:

9810770

DATE:

06-17-99