

CCRS  
103 N. MERIDIAN STREET, LOWER LEVEL  
TALLAHASSEE, FL 32301  
222-1173

FILING COVER SHEET  
ACCT. #FCA-14

F01000003228

FILED  
JUN 19 11:06  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

CONTACT: CINDY HICKS

DATE: 6-19-01

REF. #: 0173.15528

CORP. NAME: Vertex Interactive, Inc

- |   |   |  |
|---|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION        | <input type="checkbox"/> ARTICLES OF AMENDMENT  | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT                    | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME         |
| <input checked="" type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP    | <input type="checkbox"/> LIMITED LIABILITY       |
| <input type="checkbox"/> REINSTATEMENT                    | <input type="checkbox"/> MERGER                 | <input type="checkbox"/> WITHDRAWAL              |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION      | <input type="checkbox"/> UCC-1                  | <input type="checkbox"/> UCC-3                   |
| <input type="checkbox"/> OTHER                            |   |  |

*[Handwritten signature]*

600004429666--7  
06/19/01--01034--011  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

STATE FEES PREPAID WITH CHECK# 15528 FOR \$ 78.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$

PLEASE RETURN:

- |  |  |   |
|--|--|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDARDS | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS     |  |   |

Examiner's Initials

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. Vertex Interactive, 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. New Jersey

(State or country under the law of which it is incorporated)

3. 22-2050350

(FBI number, if applicable)

4. November 1, 1974

(Date of incorporation)

5. Perpetual

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

6. June 1, 2001

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")  
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 22 Audrey Place; Fairfield NJ 07004

(Principal office address)

Same

(Current mailing address)

8. Provider of supply chain management software + systems  
(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: NRAI Services, Inc.

Office Address: 526 East Park Ave

Tallahassee

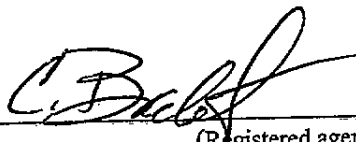
(City)

, 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.*



(Registered agent's signature)

Charles Baclet, Vice President

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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: PLEASE SEE ATTACHED ADDENDUM

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

FILED JUN 19 AM 11:08 TALLAHASSEE, FLORIDA

B. OFFICERS

CO-CEO  
President: NICHOLAS TOMS

Address: VERTEX INTERACTIVE; 22 AUDREY PLACE  
FAIRFIELD, NJ 07004

CO-CEO  
Vice President: HUGO BIERMANN

Address: VERTEX INTERACTIVE; 22 AUDREY PLACE  
FAIRFIELD, NJ 07004

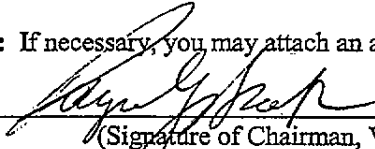
Secretary: BARBARA MARTORANO

Address: VERTEX INTERACTIVE; 22 AUDREY PLACE  
FAIRFIELD, NJ 07004

Treasurer: RAYMOND BROEK

Address: VERTEX INTERACTIVE; 22 AUDREY PLACE  
FAIRFIELD, NJ 07004

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. Raymond Broek, Treasurer  
(Typed or printed name and capacity of person signing application)

**Vertex Interactive Inc.**  
**Application for Authorization to Transact Business in Florida**  
**Listing of Directors**

**FILED**  
**01 JUN 19 AM 11:06**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

<u>Co-Chairmen</u>	<u>Address</u>			
Nicholas Toms	22 Audrey Place	Fairfield	NJ	07004
Hugo Biermann	22 Audrey Place	Fairfield	NJ	07004
 <u>Directors</u>				
Mr. Wayne Clevenger	22 Audrey Place	Fairfield	NJ	07004
Mr. Stephen Duff	22 Audrey Place	Fairfield	NJ	07004
Mr. Otto Leistner	22 Audrey Place	Fairfield	NJ	07004
Mr. George Powch	22 Audrey Place	Fairfield	NJ	07004
Mr. Joseph Robinson	22 Audrey Place	Fairfield	NJ	07004

STATE OF NEW JERSEY  
DEPARTMENT OF TREASURY  
SHORT FORM STANDING

VERTEX INTERACTIVE, INC.  
With the Previous or Alternate Name  
VERTEX INDUSTRIES, INC.

FILED  
JUN 19 AM 11:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the Treasurer of the State of New Jersey,  
do hereby certify that the above-named  
New Jersey Domestic Profit Corporation was  
— registered by this office on November 1, 1974.

As of the date of this certificate, said business  
continues as an active business in good standing  
in the State of New Jersey, and its Annual Reports  
are current.

I further certify that the registered agent and  
registered office are:

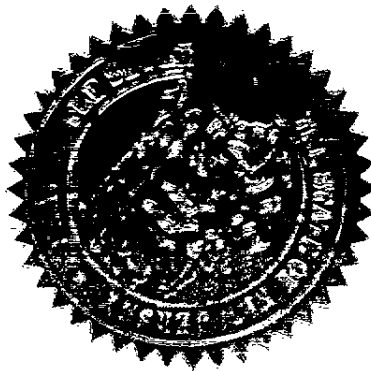
Corporation Service Company  
830 Bear Tavern Road  
West Trenton, NJ 08628

Continued on next page . . .

STATE OF NEW JERSEY  
DEPARTMENT OF TREASURY  
SHORT FORM STANDING

VERTEX INTERACTIVE, INC.  
With the Previous or Alternate Name  
VERTEX INDUSTRIES, INC.

FILED  
01 JUN 19 AM 11:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



IN TESTIMONY WHEREOF, I have  
hereunto set my hand and  
affixed my Official Seal  
at Trenton, this  
15th day of May, 2001

Peter R Lawrance  
Acting State Treasurer