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**FOREIGN PROFIT/NONPROFIT CORPORATION**

**EMPTORIS, INC.**

Certificate of Status	0
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DIVISION OF CORPORATIONS  
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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. **Emptoris, Inc.**

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"  
"Inc.," "Co.," "Corp.," "Ltd.," "Co." or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. **Delaware**

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

3. **04-3481943**

(FBI number, if applicable)

4. **August 20, 1999**

(Date of incorporation)

5. **Perpetual**

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

6. **09/5/2006**

(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. **200 Wheeler Road, Burlington, MA 01803**

(Principal office address)

**200 Wheeler Road, Burlington, MA 01803**

(Current mailing address)

8. **Software Development and Licensing**

(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 NOT acceptable)

Name: **NRAI Services, Inc.**

Office Address: **2731 Executive Park Dr., Ste 4**

**Weston**

(City)

**Florida 33331**

(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.

*Suzanne T. Ceyan*  
(Registered agent's signature)

*Suzanne T. Ceyan, Asst. Sec.*

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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TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: See Attached

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

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

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

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

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

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

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

B. OFFICERS

President: See Attached

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

Vice President: \_\_\_\_\_

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


Secretary: \_\_\_\_\_

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

Treasurer: \_\_\_\_\_

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

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

13.   
(Signature of Director or Officer listed in number 12 of the application)

14. W. Robert Kallegrew, Jr., Vice President, General Counsel & Secretary

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

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**Emptoris, Inc.**

**Officer & Director Listing**

President	Avnor Schnour	200 Wheeler Road, Burlington, MA 01803
Treasurer	Avner Schneur	200 Wheeler Road, Burlington, MA 01803
Secretary	W. Robert Kellegrew, Jr.	200 Wheeler Road, Burlington, MA 01803
CEO	Avner Schneur	200 Wheeler Road, Burlington, MA 01803
CFO	Patrick Burke	200 Wheeler Road, Burlington, MA 01803
Directors	Mark Siegel	200 Wheeler Road, Burlington, MA 01803
	Thomas Magnanti	200 Wheeler Road, Burlington, MA 01803
	Dean Goodermote	200 Wheeler Road, Burlington, MA 01803
	Rolf Kaelin	200 Wheeler Road, Burlington, MA 01803
	Avner Schneur	200 Wheeler Road, Burlington, MA 01803

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# Delaware

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## *The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EMPTORIS, 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 FOURTEENTH DAY OF SEPTEMBER, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "EMPTORIS, INC." WAS INCORPORATED ON THE TWENTIETH DAY OF AUGUST, 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.

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*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5041529

DATE: 09-14-06

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