

Document Number Only

CT Corporation System  
660 East Jefferson Street  
Tallahassee, FL 32301  
850-222-1092

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Corporation(s) Name

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

Cardiff Software, Inc

☒ Profit  
☐ Nonprofit  
☒ Foreign  
☐ LLC

☐ Amendment

☐ Merger

☐ Dissolution

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Ch. RA

☐ Fictitious Name

☐ UCC

☐ Certified Copy

☐ Photocopies

☐ CUS

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To:

Melanie Strickland



Thank You!

BK 1/6/00

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION  
TO TRANSACT BUSINESS IN FLORIDA**

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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. Cardiff Software, 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. California

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

3. 33-0460717

(FEI number, if applicable)

4. April 26, 1991

(Date of incorporation)

5. Perpetual

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

6. Upon Qual.

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

7. 3220 Executive Ridge Drive, Vista, California 92083

(Current mailing address)

8. Software development, installation and sales

(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

Scot Ferraro  
(Registered agent's signature) (Officer)

Scot Ferraro, Assistant Secretary

(Type Name and Title of Officer)

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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 of directors

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

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

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

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

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

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

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

B. OFFICERS

President: Dennis E. Clerke

Address: 3220 Executive Ridge Drive  
Vista, California 92083

Vice President: Mark Seamans

Address: 3220 Executive Ridge Drive  
Vista, California 92083

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

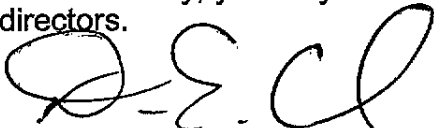
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Treasurer: \_\_\_\_\_

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. Dennis E. Clerke, President

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

Attachment

Directors

Chairman: Denise E Clerke  
Address: 3220 Executive Ridge Drive, Vista, California 92083

Vice Chairman: N/A  
Address:

Director: Mark Seamans  
Address: 3220 Executive Ridge Drive, Vista, California 92083

Director: Robert Wadsworth  
Address: One Financial Center, 44th Floor  
Boston, Massachusetts 02111

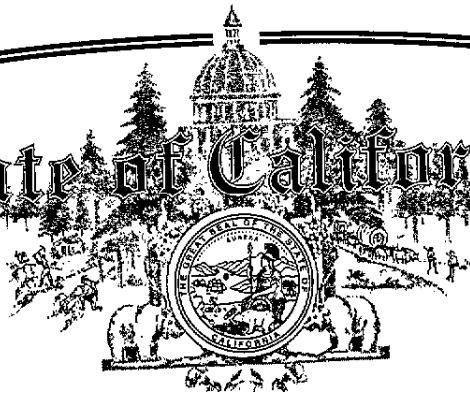
Director: Charles Larson  
Address: 411 N. Linden Avenue, Oak Park, Illinois 60302

Director: Christopher Schember  
Address: 3829 Jackson Street, San Francisco, California 94118

Director: Charles Gaylord  
Address: 3220 Executive Ridge Drive, Vista, California 92083

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# State of California



## SECRETARY OF STATE CERTIFICATE OF STATUS DOMESTIC CORPORATION

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I, BILL JONES, Secretary of State of the State of California, hereby certify:

That on the **26TH** day of **APRIL, 1991**, **CARDIFF SOFTWARE, INC.** became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

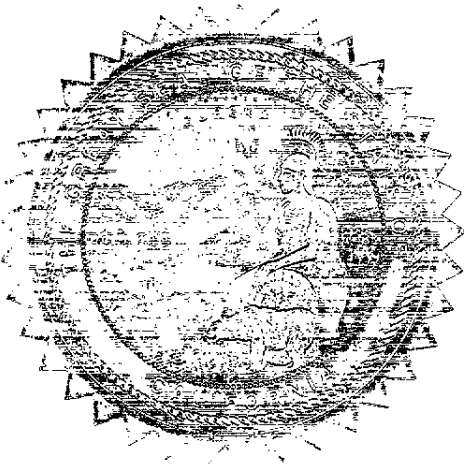
That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this  
certificate and affix the Great Seal  
of the State of California this day  
of December 22, 1999.



*Bill Jones*  
BILL JONES  
Secretary of State