

Document Number Only

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CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
Fax 850 222 7615
Attn: Jeff Netherton

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-02/17/00--01023--022
*****70.00 *****70.00

CORPORATION(S) NAME

ClientSoft Inc.

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name _____
Availability _____
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Examiner _____
Updater _____
Verifier _____
Acknowledgement _____
W.P. Verifier _____

02/17/00

13/12
2/17/00

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 FEB 17 AM 10:53

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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.

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1. ClientSoft, 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. 13-3534944
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. April 28, 1994 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification.
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. Headquarters: 8 Skyline Drive
Hawthorne, NY 10532
(Current mailing address)
8. Any lawful act or activity for which corporations may be organized
(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: CT Corporation System
Office Address: 1200 South Pine Island Road
Plantation, Florida, 33324
(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.

Stephen Adamo
(Registered agent's signature)

STEPHEN ADAMO
ASSISTANT SECRETARY

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) - See Attached List

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable) - See Attached List

President: _____

Address: _____

Vice President: _____

Address: _____

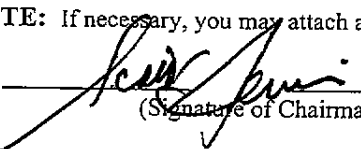
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Scott C. Nevins, Chairman

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

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CLIENTSOFT
BOARD OF DIRECTORS
(Names, Addresses, Telephone #'s & Fax #'s)

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SCOTT C. NEVINS

ClientSoft Inc. 914-785-9000 (w)
8 Skyline Drive 914-785-0160 (f)
Hawthorne, N.Y. 10532 203-849-1239 (h)
snevins@clientsoft.com 203-849-1175 (hf)
914-325-1775 (cell)

ROBERT DAVIDOFF

CMNY Capital II, LP 212-909-8428
135 East 57th Street 212-980-2630(f)
New York, NY 10022

S. WILLIAM GREEN

14 East 60th Street, 212-755-6528(h)
Suite 702 212-755-0021(f)
New York, NY 10022
hggreen38@juno.com

GLENN ANDERSON

The Gainsco Companies 817-336-2500, x200
500 Commerce Street 817-338-1454 (f)
Fort Worth, TX 76102 817-263-4121 (h)
Ganderson@gainsco.com 817-223-2454 (cell)

STEVEN ANTEBI

345 North Maple Drive, 310-786-8700
Beverly Hills, CA 90210 310-786-8705 (f)
santebi@aol.com 817-263-4121 (h)
817-223-2454 (cell)

JACK EARLY

98 Melbourne Road 401-738-7414
Warwick, R.I. 02886 401-737-5823
Jpe365999@worldnet.att.net

TOM McCLAIN

Spencer Trask
294 West Mountain Road 203-431-8844
Ridgefield, CT 06877 203-431-8849 (f)
Tmcclain@spencertrask.com 203-431-9431 (h)
203-733-9406 (cell)

ClientSoft Inc.
List of Officers as of 1/1/2000

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Name	Title
Scott C. Nevins	Chairman, President and CEO
Luis E. Delahoz	Executive Vice President
Tsz Ning Cheung	Senior Vice President
Robert Evelyn	Senior Vice President
Pat R. Frustaci	Senior Vice President
Rolando Ghedini	Senior Vice President
Robert E. Babcock	Vice President
Patrick J. Danna	Vice President
Russell G. Duffey	Vice President
Jeffrey W. Hunter	Vice President
Roque Martinez	Vice President
Andrew Wong	Vice President
Michael P. Babcock	Assistant Vice President
Sheila B. Chang	Assistant Vice President
Rory J. Farrell	Assistant Vice President
Huey Y. Lee	Assistant Vice President
Carlos A. Rivera	Assistant Vice President
Mike F. Tooker	Assistant Vice President

For All:

c/o ClientSoft Inc.
8 Skyline Drive
Hawthorne, NY 10532

Tel 914-785-9000
Fax 914-785-0161

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 "CLIENTSOFT 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 FIFTEENTH DAY OF
FEBRUARY, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE
BEEN FILED TO DATE.

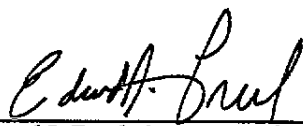
AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES
HAVE BEEN PAID TO DATE.

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Edward J. Freel, Secretary of State

0257518

AUTHENTICATION:

DATE:

02-15-00