

Document Number Only

F000000000886

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

CORPORATION(S) NAME

0000003138490-2
-02/17/00--01023--022
*****70.00 *****70.00

ClientSoft Inc.

FILLED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 FEB 17 PM 2:29

<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 02/17/00

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Examiner _____

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W.P. Verifier _____

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RECEIVED

3/1

2/17/00

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. 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

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

3. 13-3534944

(FEI number, if applicable)

4. April 28, 1994

(Date of incorporation)

5. Perpetual

(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

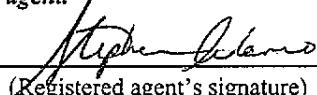
Office Address: 1200 South Pine Island Road

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.


(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)

00 FEB 17 PM 2:29
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

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: _____

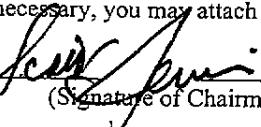
Secretary: _____

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)

STATE OF NEW YORK
DIVISION OF CORPORATIONS
OCT 21 PM 2:29

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

STATE OF NEW YORK
 DIVISION OF CORPORATIONS
 SECRETARY OF STATE
 FILED
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SCOTT C. NEVINS	ClientSoft Inc. 8 Skyline Drive Hawthorne, N.Y. 10532 snevins@clientssoft.com	914-785-9000 (w) 914-785-0160 (f) 203-849-1239 (h) 203-849-1175 (hf) 914-325-1775 (cell)
ROBERT DAVIDOFF	CMNY Capital II, LP 135 East 57 th Street New York, NY 10022	212-909-8428 212-980-2630(f)
S. WILLIAM GREEN	14 East 60 th Street, Suite 702 New York, NY 10022 lgreen38@juno.com	212-755-6528(h) 212-755-0021(f)
GLENN ANDERSON	The Gainsco Companies 500 Commerce Street Fort Worth, TX 76102 Ganderson@gainsco.com	817-336-2500, x200 817-338-1454 (f) 817-263-4121 (h) 817-223-2454 (cell)
STEVEN ANTEBI	345 North Maple Drive, Beverly Hills, CA 90210 santebi@aol.com	310-786-8700 310-786-8705 (f) 817-263-4121 (h) 817-223-2454 (cell)
JACK EARLY	98 Melbourne Road Warwick, R.I. 02886 Jpe365999@worldnet.att.net	401-738-7414 401-737-5823
TOM McCLAIN	Spencer Trask 294 West Mountain Road Ridgefield, CT 06877 Tmcclain@spencertrask.com	203-431-8844 203-431-8849 (f) 203-431-9431 (h) 203-733-9406 (cell)

ClientSoft Inc.
List of Officers as of 1/1/2000STATE OF NEW YORK
DIVISION OF CORPORATIONS
00 FEB 17 PM 2:29

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

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Office of the Secretary of State

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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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

2398471 8300



001074876

Edward J. Freel
Edward J. Freel, Secretary of State

0257518

AUTHENTICATION:

02-15-00

DATE: