Document Number Only F00000001825

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

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-03/31/00--01045--001
*****70.00 *****70.00

CORPORATION(S) NAME

CODA Financials, Inc.

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR 31 AM 9:02

RECEIVED
00 MAR 31 AM 11:18
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Name Availability_____
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Acknowledgement_____
W.P. Verifier_____

03/31/00

3/1

4/3

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. CODA Financials, 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. Applied for
(FEI number, if applicable)

4. March 27, 2000
(Date of incorporation)

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

6. Upon approval
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. CODA Financials, Inc. 4 Meetinghouse Road, Suite 6
Chelmsford, MA 01824
(Current mailing address)

8. Designing and implementing financial accounting computer software
(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: C T Corporation System

Office Address: 1200 South Pine Island Rd.

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.

C T Corporation System

(Registered agent's signature) JOYCE A. GILBERT 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)

Chairman: _____

Address: _____

_____

Vice Chairman: _____

Address: _____

_____

Director: Graham Steinsberg

Address: 4 Meetinghouse Road, Suite 6

Chelmsford, MA 01824

Director: Bryan Hucker

Address: 4 Meetinghouse Road, Suite 6

Chelmsford, MA 01824

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

President: Graham Steinsberg

Address: same as above

_____

Vice President: _____

Address: _____

_____

Secretary: and Treasurer: Bryan Hucker

Address: same as above

_____

Assistant Secretary: Stuart Welburn

~~Treasurer~~:

Address: 3900 Key Center, 127 Public Square, Cleveland, Ohio 44114

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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. Stuart Welburn, Assistant Secretary

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

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CODA FINANCIALS, 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 TWENTY-NINTH DAY OF MARCH, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR 31 AM 9:02

Edward J. Freel, Secretary of State

AUTHENTICATION: 0346589

DATE: 03-29-00

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