



THE UNITED STATES CORPORATION COMPANY

F00000001836

ACCOUNT NO. : 072100000032

REFERENCE : 646660 5022197

AUTHORIZATION : *Patricia Pizots*

COST LIMIT : ~~75.00~~
\$ 70.00

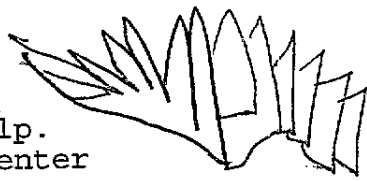
ORDER DATE : March 31, 2000

ORDER TIME : 3:32 PM

ORDER NO. : 646660-005

CUSTOMER NO: 5022197

CUSTOMER: Ms. Susan Reese
Kilpatrick Stockton, LLP.
3500 One First Union Center
301 South College Street
Charlotte, NC 28202-6001



FILED - STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
00 MAR 31 PM 1:36

FOREIGN FILINGS

NAME: YOUCENTRIC, INC.

900003192629--9

XXXX QUALIFICATION (TYPE: CO)



PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Erika Carlson

hjk
4/3

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RECEIVED
00 MAR 31 PM 4:44

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: YOUcentric, Inc.
(Name of corporation - must include suffix)

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DIVISION OF CORPORATIONS
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Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Susan Reese
(Name of Person)

Kilpatrick Stockton LLP
(Firm/Company)
3500 One First Union Center
301 South College Street
(Address)

Charlotte, NC 28202-6001
(City/State/Zip)

Should you need to call someone concerning this matter, please call:

Susan Reese at (704) 338-5214
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

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. YOUcentric, 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. North Carolina 3. 56-1879797
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 10/3/94 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Has not yet commenced business. Exact date has not been determined.
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 6000 Fairview Road, Suite 1180
Charlotte, North Carolina 28210
(Current mailing address)
8. Computer Software Sales
(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: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee Florida, 32301
(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.

Corporation Service Company

By: [Signature]

(Registered agent's signature)

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: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

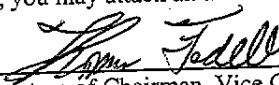
Secretary: _____

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. Thomas Fedell, Chairman
(Typed or printed name and capacity of person signing application)

YOUCENTRIC, INC.
LIST OF OFFICERS AND DIRECTORS

Name:	Title:	Address:
Donald A. DeLoach	Director and President	6000 Fairview Road Suite 1180 Charlotte, NC 28210
Thomas Fedell	Director and Chief Executive Officer	6000 Fairview Road Suite 1180 Charlotte, NC 28210
Karl Johnson	Director and Treasurer	6000 Fairview Road Suite 1180 Charlotte, NC 28210
Robert E. Kear	Director, Secretary & Exec Vice President	6000 Fairview Road Suite 1180 Charlotte, NC 28210
C. Toms Newby, III	Director	1349 Sanchez Avenue Burlingame, CA 94010
David J. Scanlan	Director	One First Union Center TW-5 301 South College Street 5th Floor Charlotte, NC 28288

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STATE OF NORTH CAROLINA



Department of The
Secretary of State

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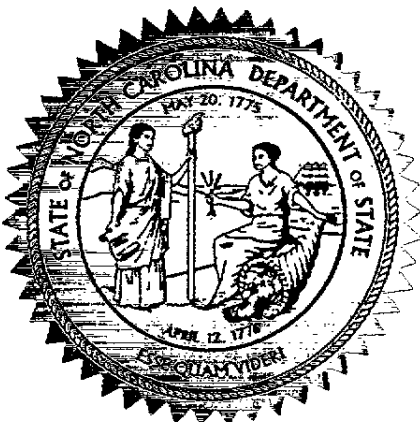
CERTIFICATION OF EXISTENCE

I, **ELAINE F. MARSHALL**, Secretary of State of the State of North Carolina, do hereby certify that

YOUCENTRIC, INC.

is a corporation duly created, organized, and existing under the laws of the State of North Carolina, having been incorporated on the 3rd day of October, 1994, with its period of duration being perpetual.

I FURTHER certify that, as of the date set forth hereunder, the said corporation's articles of incorporation are not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said corporation is not administratively dissolved for failure to comply with the provisions of the North Carolina Business Corporation Act; that its most recent annual report required by N.C.G.S. 55-16-22 **has been** delivered to the Secretary of State; and that the said corporation has not filed articles of dissolution as of this date of this certificate.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 20th day of March, 2000.

Elaine F. Marshall

Secretary of State