



THE UNITED STATES
CORPORATION
COMPANY

F00000002020

ACCOUNT NO. : 072100000032

REFERENCE : 656125 4144A

AUTHORIZATION :

COST LIMIT : \$ 70.00

FILED STATE
DIVISION OF CORPORATIONS
APR 11 PM 4:29

ORDER DATE : April 10, 2000

ORDER TIME : 12:22 PM

ORDER NO. : 656125-020

700003204197--5

CUSTOMER NO: 4144A

CUSTOMER: Rosa Maria Ancheta, Legal Asst
Holland & Knight
Suite 3000
701 Brickell Avenue
Miami, FL 33131

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
APR 10 PM 4:29

FOREIGN FILINGS

NAME: AGENTWARE, INC.

5

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds


RECEIVED
APR 11 PM 1:42
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

BR 4/11/00

**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.

FILED
STATE DEPT. OF CORPORATIONS
AND BUS. REGISTRATION
APR 11 PM 4:29

1. AgentWare, 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. June 8, 1999
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon filing
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 1221 Brickell Ave., Suite 1780
Miami, Florida 33131
(Current mailing address)
8. To engage in any business activity permitted under the laws of the United States and
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida) Florida.
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)
Name: Intrastate Registered Agent Corporation
Office Address: 701 Brickell Ave., Suite 3000
Miami, Florida, 33131
(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. INTRASTATE REGISTERED AGENT CORPORATION
By:  Steven H. Hagen, Vice President
(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: _____

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. Les Ottolenghi President, C.E.C.
(Typed or printed name and capacity of person signing application)

FILED
00 APR 11 PM 4:29
CLERK OF SUPERIOR COURT
COUNTY OF LOS ANGELES

RIDER
OFFICERS/DIRECTORS
OF
AgentWare, Inc.

SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 APR 11 PM 4:29

President & Director, Les Ottolenghi	1210 Ogelthorpe Drive Altanta, Georgia 30319
Vice President, Secretary & Director Glenn Martin	1210 Ogelthorpe Drive Atlanta, Georgia 30319
Assistant Secretary, Barbara J. Daniel	1221 Brickell Ave. Suite 1780 Miami, Florida 33131
Director, John J. Ogilby, Jr.	1221 Brickell Ave. Suite 1750 Miami, Florida 33131
Director, John J. Sicilian	1221 Brickell Ave. Suite 1780 Miami, Florida 33131
Director, Brian B. Brookover	1560 Sherman Ave. Suite 900 Evanston, Illinois 60201

State of Delaware
Office of the Secretary of State

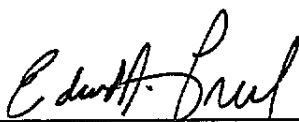
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 APR 11 PM 4:29

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AGENTWARE, 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 TENTH DAY OF APRIL, A.D. 2000.

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




Edward J. Freel, Secretary of State

3053186 8300

001180287

AUTHENTICATION: 0368767

DATE: 04-10-00