

F00000002032



A PROFESSIONAL LAW CORPORATION

201 South Main Street
Suite 1800
Salt Lake City, Utah
84111-2218
Post Office Box 45898
Salt Lake City, Utah
84145-0898
Telephone 801 532-1234
Facsimile 801 536-6111
E-Mail: pbl@pblutah.com

Jeanne Burgi

Direct Dial
(801) 536-6798
E-Mail
JBurgi@pblutah.com

February 13, 2001

Florida Department of State
Division of Corporations
Amendment Section
P.O. Box 6327
Tallahassee, Florida 32314

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-02/16/01--01054--001
*****43.75 *****43.75

Re: emWare, Inc.
Document No. F00000002032

Dear Clerk:

On behalf of emWare, Inc. (the "Company"), enclosed for filing is an Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida. The Company qualified with the Florida Department of State on April 4, 2000. The amendment changes the jurisdiction of the Company pursuant to a Certificate of Ownership and Merger, a certified copy issued by the Delaware Secretary of State is attached.

Also enclosed is our check in the amount of \$43.75 for the applicable filing fees and certified copy. Please return confirmation of filing to the undersigned.

Thank you for your courteous assistance in this matter. If you have any questions regarding the enclosed, please feel free to call me.

Sincerely,

Jeanne Burgi
Jeanne Burgi
Legal Assistant, CLA

Enclosures

cc: Kristine L. Hurley

01 MAR - 9 AM 10:35
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Withhold
3-12
(4)



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 20, 2001

JEANNE BURGI, LEGAL ASSISTANT, CLA
PARSONS BEHLE & LATIMER
PO BOX 45898
SALT LAKE CITY, UT 84145-0898

SUBJECT: EMWARE, INC.
Ref. Number: F00000002032

We have received your document for EMWARE, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

A FOREIGN CORPORATION CAN NOT CHANGE IT'S JURISDICTION IN THIS MANNER. A WITHDRAWAL OF THE UTAH CORPORATION SHOULD BE SUBMITTED AND THEN THE DELAWARE CORPORATION SHOULD BE QUALIFIED.

We are enclosing the proper form(s) with instructions for your convenience.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 101A00010647

RECEIVED
01 MAR - 9 AM 9:23
DIVISION OF CORPORATIONS



A PROFESSIONAL
LAW CORPORATION

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Jeanne Burgi

Direct Dial
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E-Mail
JBurgi@pblutah.com

March 6, 2001

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: emWare, Inc.
Reference No. F00000002032

Dear Clerk:

On behalf of emWare, Inc., a Utah corporation (the "Company"), enclosed for filing is an Application by Foreign Corporation for Withdrawal of Authority to Transact Business in Florida. The Company qualified with the Florida Department of State on April 4, 2000 and is no longer transacting business in the State of Florida. Also enclosed is a copy of your letter dated February 20, 2001 wherein you have retained our check previously submitted in the amount of \$43.75. Please apply this credit for the applicable filing fees for the enclosed application.

Please process this request to reflect the withdrawal of the Company on your records and return confirmation of filing to the undersigned in the envelope provided.

Thank you for your courteous assistance in this matter. If you have any questions regarding the enclosed, please feel free to call me.

Sincerely,

Jeanne Burgi
Legal Assistant, CLA

Enclosures
cc: Kristine L. Hurley

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL
OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS
IN FLORIDA**

emWare, Inc.
(Name of Corporation)

Utah
(Incorporated Under Laws Of)

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

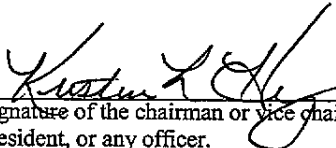
The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

6322 South 3000 East, Suite 250
(Mailing Address)

Salt Lake City, Utah 84121
(City/ State /Zip)

FILED
01 MAR -9 AM 10:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The corporation agrees to notify the Department of State in the future of any change in its mailing address.

 Corporate Controller
Signature of the chairman or vice chairman of the board, president, or any officer. Title

Kristine L. Hurley March 5, 2001
Typed or printed name Date