



THE UNITED STATES CORPORATION COMPANY

F0000002057

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
00 MAR 30 PM 3:49

ACCOUNT NO. : 072100000032

REFERENCE : 643562 4730704

AUTHORIZATION : ..

COST LIMIT : \$ 87.50

Patricia Pajito

ORDER DATE : March 29, 2000

ORDER TIME : 1:23 PM

ORDER NO. : 643562-110

500003190545--3

CUSTOMER NO: 4730704

CUSTOMER: Michele G. Mills, Legal Asst
Haynes & Boone, L.l.p
Suite 3100
901 Main Street
Dallas, TX 75202-3789

FOREIGN FILINGS

9

NAME: EPARTNERS INCORPORATED

RECEIVED
00 MAR 30 PM 2:09
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Janna Wilson

JK
3/30/00

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
00 MAR 30 PM 3:49



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 30, 2000

JANNA WILSON
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: EPARTNERS, INCORPORATED
Ref. Number: W00000008583

RESUBMIT

Please give original
submission date as file date.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR 30 PM 3:46

We have received your document for EPARTNERS, INCORPORATED and the authorization to debit your account in the amount of \$87.50. However, the document has not been filed and is being returned for the following:

Please list the date required in Item 6. If the corporation has not transacted business in Florida, please put "UPON QUALIFICATION."

The officer/director page refers to an ATTACHED LIST OF OFFICERS AND DIRECTORS. There doesn't seem to be such a list. Please provide one.

ALSO, this corporation's name is NOT AVAILABLE in Florida.

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 600A000

RECEIVED
00 APR 12 AM 11:25
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR 30 PM 3:46

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: ePartners Incorporated
(Name of corporation - must include suffix)

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:

Michele Mills

(Name of Person)

Haynes and Boone, LLP

(Firm/Company)

901 Main Street, Suite 3100

(Address)

Dallas, TX 75202

(City/State/Zip)

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

Michele Mills

(Name of Person)

at (214) 651-5820

(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

UNANIMOUS CONSENT OF THE BOARD OF DIRECTORS
OF
EPARTNERS INCORPORATED,
A Texas corporation

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR 30 PM 3:46

The undersigned, being all of the directors of ePartners Incorporated, a Texas corporation (the "Corporation"), waive any and all requirements for calling, giving notice of, and holding a special meeting and, in lieu of such meeting and pursuant to Article 9.10 of the Texas Business Corporation Act, does hereby consent to, approve and adopt the following resolutions:

ALTERNATE NAME IN FOREIGN JURISDICTIONS

RESOLVED, that the Corporation hereby approves the use of the following names, with any appropriate or required suffix, as alternate names to be used in foreign jurisdictions where the Corporation is qualified to do business:

ePartners Solutions, Inc.

GENERAL AUTHORIZATION OF OFFICERS

RESOLVED FURTHER, that any officer of the Corporation be, and the same hereby is, authorized, empowered and directed, for and in the name and on behalf of Corporation, to execute and file any certificates, instruments and other documents in form and substance as such officer shall deem appropriate, to waive any and all conditions and to do all things necessary or helpful to carry out the purposes of the foregoing resolution, and all acts and deeds of the officers and agents of the Corporation that are consistent with the purposes and intent of the above resolution shall be, and the same hereby are, in all respects, ratified, approved, confirmed and adopted as the acts and deeds of the Corporation.

*Remainder of Page Intentionally Left Blank.
Signature Page Follows.*

IN WITNESS WHEREOF, the undersigned directors have caused this Unanimous Consent to be executed effective as of March 27, 2000.

DIRECTORS:


STANLEY D. STRIFLER


GLENN P. CATO


LEONARD C. RATLEY

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR 30 PM 3:46

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 SECRETARY OF CORPORATIONS
00 APR 30 PM 3:46

- 1. ePartners Incorporated
(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. Texas 3. 75-2683057
(State or country under the law of which it is incorporated) (FEI number, if applicable)
- 4. January 1, 1998 5. Perpetual
(Date of incorporation) (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. 1304 W. Walnut Hill, Suite 300
Irving, TX 75038
(Current mailing address)

8. Technology Development
(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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SECRETARY OF CORPORATIONS
00 MAR 30 PM 3:46

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

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

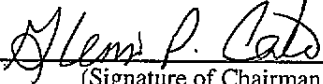
Secretary: _____

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. Glenn P. Cato, Executive Vice President
(Typed or printed name and capacity of person signing application)

Exhibit A

ePartners Incorporated
1304 W. Walnut Hill, #300
Irving, Texas 75038

SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR 30 PM 3:46

Directors and Officers

Name	Offices	Address
Stanley D. Strifler	Director and President	1304 W. Walnut Hill, #300 Irving, Texas 75038
Glenn P. Cato	Director, Executive Vice President, and Chief Financial Officer	1304 W. Walnut Hill, #300 Irving, Texas 75038
Leonard C. Ratley	Director, Assistant Secretary, and Assistant Treasurer	1304 W. Walnut Hill, #300 Irving, Texas 75038



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SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR 30 PM 3:46

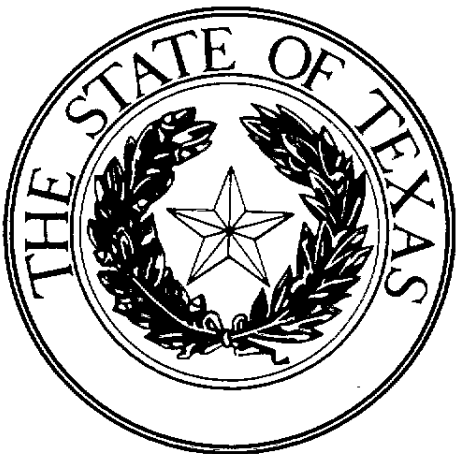
The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED that
Articles of Incorporation of

EPARTNERS INCORPORATED
File No. 1473216-00

were filed in this office and a certificate of incorporation was issued to this corporation,
and no certificate of dissolution is in effect and the corporation is currently in existence.



*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
Austin, Texas on March 27, 2000.*

Elton Bomer
Secretary of State DAE