

Document Number Only

F00000002368

C CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301 (850)222-1092

City State Zip Phone

CORPORATION(S) NAME

100003160571--9
-03/07/00--01071--016
***1220.00 ***1220.00

The Concours Group, Inc.

- ☒ Profit
☐ NonProfit
☐ Limited Liability Company
☒ Foreign *Qualification*
☐ Limited Partnership
☐ Reinstatement
☐ Limited Liability Partnership
☐ Certified Copy
☐ Call When Ready
☐ Walk In
☐ Mail Out
- ☐ Amendment
☐ Dissolution/Withdrawal
☐ Annual Report
☐ Reservation
☐ Photo Copies
☐ Call if Problem
☐ Will Wait
- ☐ Merger
☐ Mark
☐ Other
☐ Change of R.A.
☐ Fictitious Name
☐ CUS
☐ After 4:30
☐ Pick Up
- 16

Name
Avallability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

CR2E031 (1-89)

PLEASE RETURN EXTRA COPY(S)
FILE STAMPED
THANKS

LAURA EARNES

RECEIVED
00 MAR -7 PM 12:15
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 8, 2000

CT SYSTEM
ATTN: LAURA EARNEST

SUBJECT: THE CONCOURS GROUP, INC.
Ref. Number: W00000006151

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR -7 PM 3:44

We have received your document for THE CONCOURS GROUP, INC. and your check(s) totaling \$1220.00. However, the document has not been filed and is being retained in this office for the following:

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) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 700A00012833

*Lee, d/b/a resolution attached,
please backdate filing and proceed.
Thank you! JZ*

RECEIVED
00 APR 28 PM 12:04
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ATTACHMENT 1

Resolutions of the Board of Directors of The Concours Group, Inc.

Fictitious Name Filing in the State of Florida

WHEREAS, the Board of Directors (the "Board") of The Concours Group, Inc. (the "Corporation"), organized and existing in the state of Delaware deems it advisable and in the best interests of the Corporation to conduct operations in the state of Florida;

WHEREAS, the name "The Concours Group, Inc." is unavailable for use in the state of Florida; and

WHEREAS, it is necessary for the Corporation to adopt a fictitious name to conduct operations in the state of Florida.

NOW, THEREFORE, BE IT RESOLVED, that The Concours Group, Inc., organized and existing in the State of Delaware, hereby adopts the name "The Concours Group of Delaware, Inc." for use in Florida.

FURTHER RESOLVED, that the proper officers of the Corporation be, and each of them hereby is, authorized, directed and empowered on behalf of and in the name of the Corporation to execute and deliver such further instruments, documents and certificates, and to do and perform such other and further acts as may be necessary and desirable to carry out the full intent and purposes of these resolutions.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR -7 PM 3:44

SENT BY:

4-24- 0 ; 8:46AM ; JENKENS & GILCHRIST-

2813593464:# 6/ 6

RECEIVED
DIVISION OF CORPORATIONS
00 MAR -7 PM 3:44

Secretary's Certification

I, Dr. Ron Christman, as Secretary of The Concours Group, Inc. a corporation duly organized and existing under the laws of the state of Delaware do hereby certify that the attached **Unanimous Consent Of Directors** was executed by them as of April 24, 2000 and the resolutions contained therein were duly adopted by them on that same date.

Dated: April 24, 2000



Dr. Ron Christman, Secretary

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
400 MAR -7 PM 3:44

UNANIMOUS CONSENT OF DIRECTORS**OF****THE CONCOURS GROUP, INC.**
(a Delaware corporation)

April 21, 2000

The undersigned, being all of the duly elected and qualified members of the Board of Directors of The Concours Group, Inc., a Delaware corporation (the "Corporation"), pursuant to the Bylaws of the Corporation and Section 141(f) of the General Corporation Law of the State of Delaware, do hereby consent that when all of the directors shall have signed this consent or an exact counterpart hereof, the preambles and resolutions set forth on Attachment 1 shall be passed and adopted as resolutions of the directors with the same force and effect as if adopted at a directors' meeting duly called and held.

IN WITNESS WHEREOF, the undersigned directors of the Corporation have executed this consent as of the date first above written.



Dr. Ron Christman

Debra Engel

Hans Lindroth

Barry Romeril

Leonard Sokolow

Dr. Nicholas Vitalari

FROM : ENGEL

SENT BY:

FAX NO. : 7749827

4-24-00 : 8:57AM : JENKENS & GILCHRIST-11778027

Apr. 25 2000 11:41AM P2

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR -7 PM 3:44

UNANIMOUS CONSENT OF DIRECTORS

OF

THE CONCOURS GROUP, INC.
(a Delaware corporation)

April 21, 2000

The undersigned, being all of the duly elected and qualified members of the Board of Directors of The Concours Group, Inc., a Delaware corporation (the "Corporation"), pursuant to the Bylaws of the Corporation and Section 141(f) of the General Corporation Law of the State of Delaware, do hereby consent that when all of the directors shall have signed this consent or an exact counterpart hereof, the preambles and resolutions set forth on Attachment 1 shall be passed and adopted as resolutions of the directors with the same force and effect as if adopted at a directors' meeting duly called and held.

IN WITNESS WHEREOF, the undersigned directors of the Corporation have executed this consent as of the date first above written.

Dr. Ron Christman



Debra Engel

Hans Lindroth

Barry Romeril

Leonard Sokolow

Dr. Nicholas Vitalari

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR -7 PM 3:44

UNANIMOUS CONSENT OF DIRECTORS

OF

THE CONCOURS GROUP, INC.
(a Delaware corporation)

April 21, 2000

The undersigned, being all of the duly elected and qualified members of the Board of Directors of The Concours Group, Inc., a Delaware corporation (the "Corporation"), pursuant to the Bylaws of the Corporation and Section 141(f) of the General Corporation Law of the State of Delaware, do hereby consent that when all of the directors shall have signed this consent or an exact counterpart hereof, the preambles and resolutions set forth on Attachment 1 shall be passed and adopted as resolutions of the directors with the same force and effect as if adopted at a directors' meeting duly called and held.

IN WITNESS WHEREOF, the undersigned directors of the Corporation have executed this consent as of the date first above written.

Dr. Ron Christman

Debra Engel

Hans Lindroth

Barry Romeril

Leonard Sokolow

Dr. Nicholas Vitalari**ATTACHMENT 1**

UNANIMOUS CONSENT OF DIRECTORS**OF****THE CONCOURS GROUP, INC.**
(a Delaware corporation)

April 21, 2000

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR -7 PM 3:44

The undersigned, being all of the duly elected and qualified members of the Board of Directors of The Concours Group, Inc., a Delaware corporation (the "Corporation"), pursuant to the Bylaws of the Corporation and Section 141(f) of the General Corporation Law of the State of Delaware, do hereby consent that when all of the directors shall have signed this consent or an exact counterpart hereof, the preambles and resolutions set forth on Attachment 1 shall be passed and adopted as resolutions of the directors' with the same force and effect as if adopted at a directors' meeting duly called and held.

IN WITNESS WHEREOF, the undersigned directors of the Corporation have executed this consent as of the date first above written.

Dr. Ron Christman

Debra Engel

Hans Lindroth

Barry Romeril

Leonard Sokolow

Dr. Nicholas Vitalari

SENT BY:

4-24-00 : 8:51AM ; JENKENS & GILCHRIST-8006969597

4/ 6

UNANIMOUS CONSENT OF DIRECTORS**OF****THE CONCOURS GROUP, INC.**
(a Delaware corporation)

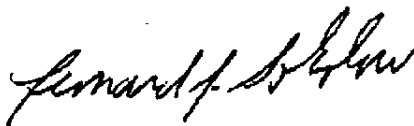
April 21, 2000

The undersigned, being all of the duly elected and qualified members of the Board of Directors of The Concours Group, Inc., a Delaware corporation (the "Corporation"), pursuant to the Bylaws of the Corporation and Section 141(f) of the General Corporation Law of the State of Delaware, do hereby consent that when all of the directors shall have signed this consent or an exact counterpart hereof, the preambles and resolutions set forth on Attachment 1 shall be passed and adopted as resolutions of the directors with the same force and effect as if adopted at a directors' meeting duly called and held.

IN WITNESS WHEREOF, the undersigned directors of the Corporation have executed this consent as of the date first above written.

Dr. Ron Christman

Debra Engel

Hans Lindroth

LEONARD JAY SOKCLOW

Dr. Nicholas VitalariFILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR -7 PM 3:44

UNANIMOUS CONSENT OF DIRECTORS**OF****THE CONCOURS GROUP, INC.**
(a Delaware corporation)

April 21, 2000

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR -7 PM 3:44

The undersigned, being all of the duly elected and qualified members of the Board of Directors of The Concours Group, Inc., a Delaware corporation (the "Corporation"), pursuant to the Bylaws of the Corporation and Section 141(f) of the General Corporation Law of the State of Delaware, do hereby consent that when all of the directors shall have signed this consent or an exact counterpart hereof, the preambles and resolutions set forth on Attachment 1 shall be passed and adopted as resolutions of the directors with the same force and effect as if adopted at a directors' meeting duly called and held.

IN WITNESS WHEREOF, the undersigned directors of the Corporation have executed this consent as of the date first above written.

Dr. Ron Christman

Debra Engel

Hans Lindroth

Barry Romeril

Leonard Sokolow

Dr. Nicholas Vitalari

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 PM 3:14

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:

1. The Concoors Group, 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. 76-0521812

(FEI number, if applicable)

4. January 22, 1997

(Date of incorporation)

5. Perpetual

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

6. January 1, 1999

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))

7. 3 Kingwood Place, 800 Rockmead Drive, Suite 151, Kingwood, Texas

77337

(Current mailing address)

8. To perform information technology, eBusiness and general management consulting services.

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324

(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

Vivianne Jones

(Registered agent's signature) (Officer)

Vivianne Jones
Special Assistant Secretary

(Type Name and Title of Officer)

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:

A. DIRECTORS

Chairman: Ron Christman
Address: 3 Kingwood Place, 800 Rockmead Drive, Suite
151
Kingwood, Texas 77337

Vice Chairman: _____

Address: _____

Director: see attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

FILED
DEPT. OF STATE
CORPORATIONS
MAR - 7 PM 3:44

Treasurer: _____

Address: _____

FILED
STATE
CORPORATIONS
DIVISION
00 MAR 7 PM 3:14

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. Ron Christman, President

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

Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Directors of
The Concours Group, Inc.**

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
00 MAR -7 PM 3:44

1. Ron Christman
3 Kingwood Place, 800 Rockmead Drive, Suite 151
Kingwood, Texas 77337
2. Lynn D. Keehan
3 Kingwood Place, 800 Rockmead Drive, Suite 151
Kingwood, Texas 77337
3. Nicholas P. Vitalari
3 Kingwood Place, 800 Rockmead Drive, Suite 151
Kingwood, Texas 77337
4. Hans Lindroth
Lingfield AB, Odelbergsvagen 9
S-134 40 Gustavsberg, Sweden 00000
5. Leonard Sokolow
Union Atlantic L.C., 2458 Provence Court
Weston, Florida 33327
6. Fredrik Wallenberg
University of California, Berkley, School of Information
Management, 102 South Hall, Berkley, California 94720-4600

Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Officers of
The Concours Group, Inc.**

FILED STATE
SECRETARY OF CORPORATIONS
00 MAR -7 PM 3:44

1. Ron Christman, President & Secretary
3 Kingwood Place, 800 Rockmead Drive, Suite 151
Kingwood, Texas 77337
2. Lynn D. Keehan, Executive Vice President
3 Kingwood Place, 800 Rockmead Drive, Suite 151
Kingwood, Texas 77337
3. Nicholas P. Vitalari, Executive Vice President
3 Kingwood Place, 800 Rockmead Drive, Suite 151
Kingwood, Texas 77337
4. Tamara Erickson, President - Consulting
222 Third Street, Suite 1100
Cambridge, Massachusetts 02142
5. Jeffrey J. Weiner, Vice President & CFO
3 Kingwood Place, 800 Rockmead Drive, Suite 151
Kingwood, Texas 77337

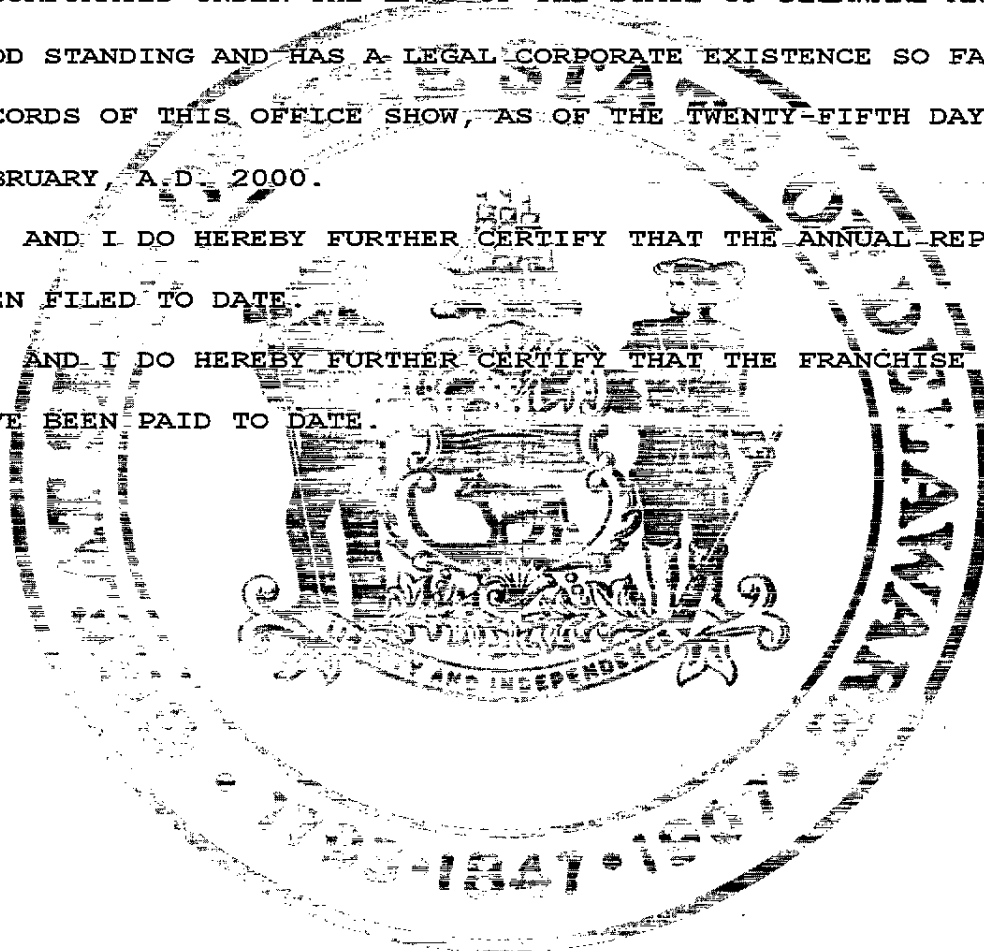
State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THE CONCOURS GROUP, 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-FIFTH DAY OF FEBRUARY, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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



FILED
STATE
SECRETARY OF CORPORATIONS
00 MAR 17 PM 3:44



Edward J. Freel

Edward J. Freel, Secretary of State

2705291 8300

001095752

AUTHENTICATION:

0280518

DATE:

02-25-00