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ACCOUNT NO. : 072100000032

REFERENCE : 625825 4327236

AUTHORIZATION : *Patricia Pizit*

COST LIMIT : \$ 70.00

ORDER DATE : March 15, 2000

ORDER TIME : 10:24 AM

ORDER NO. : 625825-005

400003266674--1

CUSTOMER NO: 4327236

MJH

CUSTOMER: Ms. Deb Connor
Gardner Carton & Douglas
Suite 3300
321 North Clark Street
Chicago, IL 60610-4795

FOREIGN FILINGS

NAME: EAGLE CREEK SOFTWARE SERVICES,
INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY 25 PM 1:36

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

RECEIVED
00 MAY 25 PM 12:11
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**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.*

1. Eagle Creek Software Services, 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. Minnesota

(State or country under the law of which it is incorporated)

3. 41-1940017

(FEI number, if applicable)

4. May 21, 1999

(Date of incorporation)

5. Perpetual

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

6. January 01, 2000

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

7. 19680 Cottagewood Road

Deephaven, MN 55331

(Current mailing address)

8. To engage in any lawful act or activity for which corporations may be organized.

(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: Laura R. Dunlap

(Registered agent's signature)

**Laura R. Dunlap
as its agent**

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)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY 25 PM 1:36

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: _____

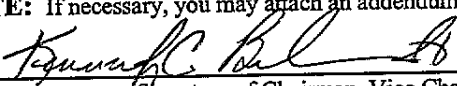
Secretary: _____

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. Kenneth C. Behrendt, President
(Typed or printed name and capacity of person signing application)

OFFICERS/DIRECTORS RIDER

Eagle Creek Software Services, Inc.

List of Officers

Name: Kenneth C. Behrendt **Title:** CEO
Bus. Addr.: 19680 Cottagewood Road, Deephaven, MN 55331

Name: Kenneth C. Behrendt **Title:** President
Bus. Addr.: 19680 Cottagewood Road, Deephaven, MN 55331

Name: Kenneth Behrendt **Title:** Treasurer
Bus. Addr.: 19680 Cottagewood Road, Deephaven, MN 55331

Name: Kevin Burkhardt **Title:** VP Sales
Bus. Addr.: 1401 Highland Ridge Court, Weddington, NC 28104

Name: Robert Dillon **Title:** VP Sales NE Region
Bus. Addr.: 6 Rustwood Drive, Barrington, RI 02806

Name: Richard Miller **Title:** Vice President
Bus. Addr.: 5630 West 99th Street, Bloomington, MN 55437

Name: William G. Welnhofner **Title:** Secretary
Bus. Addr.: 735 Tenth Street, Wilmette, IL 60091

List of Directors

Name: Kenneth C. Behrendt
Bus. Addr.: 19680 Cottagewood Road, Deephaven, MN 55331

Name: Kevin Burkhardt
Bus. Addr.: 1401 Highland Ridge Court, Weddington, NC 28104

Name: Robert Dillon
Bus. Addr.: 6 Rustwood Drive, Barrington, RI 02806

Name: William Welnhofner
Bus. Addr.: 735 Tenth Street, Wilmette, IL 60091

State of Minnesota

SECRETARY OF STATE

Certificate of Good Standing

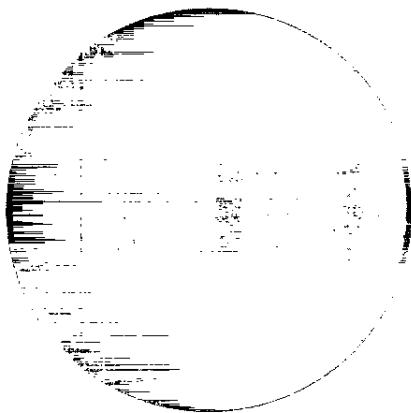
I, Mary Kiffmeyer, Secretary of State of Minnesota, do certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that the corporation is governed by the chapter of Minnesota Statutes listed below; and that this corporation is authorized to do business as a corporation at the time this certificate is issued.

Name: EAGLE CREEK SOFTWARE SERVICES, INC.

Date Formed: 05/21/1999

Chapter Governed By: 302A

This certificate has been issued on 05/24/00.



Mary Kiffmeyer
Secretary of State.