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ACCOUNT NO. : 072100000032  
REFERENCE : 704886 5040330  
AUTHORIZATION : *Patricia Pigato*  
COST LIMIT : \$ 70.00

FILED  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
00 JUN -8 AM 11:37

ORDER DATE : May 22, 2000  
ORDER TIME : 10:05 AM  
ORDER NO. : 704886-290  
CUSTOMER NO: 5040330  
CUSTOMER: Ms. Keisha Lee  
Shipman & Goodwin  
One Landmark Square  
Stamford, CT 06901

8000003281268--9

FOREIGN FILINGS

NAME: STS SYSTEMS, INC.

*mk*  
*gls*  
*(S)*

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

RECEIVED  
00 JUN -8 AM 10:37  
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.

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1. STS SYSTEMS, 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.

22-3406294

(FEI number, if applicable)

4. September 8, 1995

(Date of incorporation)

5. Perpetual

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

6. Pending Approval of Application.

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

7. 110 South Jefferson Road, Whippany, New Jersey 07981-1038

(Current mailing address)

8. Computer software development and provider of computer services.

(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: Carol V. Doe  
(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: \_\_\_\_\_

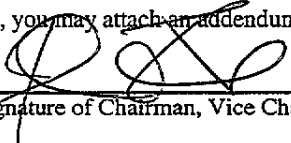
Secretary: \_\_\_\_\_

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. John Frost, VP Finance  
(Typed or printed name and capacity of person signing application)

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# STS SYSTEMS INC.

May 1, 2000

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DIVISION OF CORPORATIONS  
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<u>Officer</u>	<u>Title</u>	<u>Business Address</u>
Howard Stotland	President and Director	c/o STS Systems Ltd. 2800 Trans-Canada Highway Pointe-Claire, Quebec, Canada H9R 1B1
William Lassner	Exec. Secretary/Treasurer And Director	c/o STS Systems Ltd. 2800 Trans-Canada Highway Pointe-Claire, Quebec, Canada H9R 1B1
Steven Gold	Assistant Secretary	c/o Shipman & Goodwin LLP 1 Landmark Square Suite 1700 Stamford, CT 06901-2676
John Frost	VP Finance	c/o STS Systems Ltd 2800 Trans-Canada Highway Pointe-Claire, Quebec, Canada H9R 1B1

*State of Delaware*  
*Office of the Secretary of State*

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DIVISION OF CORPORATIONS  
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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF  
DELAWARE, DO HEREBY CERTIFY "STS SYSTEMS, 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 SEVENTH DAY OF JUNE, A.D.  
2000.



*Edward J. Freel*  
\_\_\_\_\_  
Edward J. Freel, Secretary of State

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AUTHENTICATION: 0482342  
DATE: 06-07-00