

CORP
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

F00000003656

CONTACT: CINDY HICKS

DATE: 6-28-00

REF. #: 0173

CORP. NAME: Futurelink VSI Corp.

000003307270--3
-06/28/00--01025--012
*****87.50 *****87.50

- ☐ ARTICLES OF INCORPORATION ☐ ARTICLES OF AMENDMENT ☐ ARTICLES OF DISSOLUTION
☐ ANNUAL REPORT ☐ TRADEMARK/SERVICE MARK ☐ FICTITIOUS NAME
☒ FOREIGN QUALIFICATION ☐ LIMITED PARTNERSHIP ☐ LIMITED LIABILITY
☐ REINSTATEMENT ☐ MERGER ☐ WITHDRAWAL
☐ CERTIFICATE OF CANCELLATION ☐ UCC-1 ☐ UCC-3
☐ OTHER: (6)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN 28 AM 11:29

RECEIVED
00 JUN 28 AM 10:25
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

STATE FEES PREPAID WITH CHECK# 19566 FOR \$ 87.50

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$ hjk 6/28

PLEASE RETURN:

- ☒ CERTIFIED COPY ☐ CERTIFICATE OF GOOD STANDING ☐ PLAIN STAMPED COPY
☒ CERTIFICATE OF STATUS

Examiner's Initials

hjk 6/28

**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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STATE
SECRETARY OF CORPORATIONS
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1. FutureLink VSI Corp.
(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. Maryland
(State or country under the law of which it is incorporated)
3. 52-2213066
(FEI number, if applicable)
4. November 16, 1999
(Date of incorporation)
5. Perpetual
(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. 6 Morgan, Suite 100, Irvine, CA 92618

(Current mailing address)
8. see attached
(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: NRAI Services, Inc.

Office Address: 526 East Park Avenue

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.

NRAI Services, Inc.



(Registered agent's signature)

C. Baclet, Vice President

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: Please See Attached

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Please See Attached

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. Kyle Scott, Secretary

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

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FUTURELINK CORPORATE OFFICER INFORMATION

NAME	TITLE	SS#	ADDRESS	
Philip R. Ladouceur	CEO and Chairman of the Board	201-856-580	6 Morgan, Suite 100 Irvine, CA 92618	*
Glen C. Holmes	President and COO	556-17-2946	6 Morgan, Suite 100 Irvine, CA 92618	*
Raghu Nath Kilambi	Executive Vice-President and CFO	216-616-635	6 Morgan, Suite 100 Irvine, CA 92618	*
Vincent L. Romano	Executive Vice-President	265-74-8864	6 Morgan, Suite 100 Irvine, CA 92618	
William R. Botti	Senior Vice-President	173-42-5923	6 Morgan, Suite 100 Irvine, CA 92618	
James C. Harvey	Senior Vice-President	216-70-9307	6 Morgan, Suite 100 Irvine, CA 92618	
Richard M. White	Vice President Administration	618-17-9768	6 Morgan, Suite 100 Irvine, CA 92618	
James Smith	Vice President Operations	101-40-7688	6 Morgan, Suite 100 Irvine, CA 92618	
Solveig Whittle	Vice President Marketing	146-66-7052	6 Morgan, Suite 100 Irvine, CA 92618	
Kyle B. Scott	Secretary	632-973-095	6 Morgan, Suite 100 Irvine, CA 92618	
Note: Three of the corporate officers are Canadian nationals and thus, do not possess social security numbers				
The phone number for the corporate headquarters in Irvine is (949) 837-8252				
* Denotes that these individuals are also Directors for the corporation				

Prospectus Summary

You should read the entire prospectus carefully, especially the risks of investing in our common stock discussed under "Risk Factors" and our financial statements and related notes included elsewhere in this prospectus.

Our Company

We provide server-based computing services and are an application service provider, or ASP. Our services enable software applications to be deployed, managed, supported and upgraded from centrally located servers, rather than on individual desktop computers. We are North America's largest integrator of server-based computing systems using Citrix software, which is deployed with Microsoft Windows NT Terminal Server software. The ASP market is expected to grow to over \$11.0 billion in 2003. We intend to use our server-based computing capabilities to grow our ASP business.

We believe that the following factors are driving the growth of our server-based computing and ASP services:

- the increasing complexity of software applications, the constant need to upgrade software applications and the growing demand for faster software integration and deployment, which necessitate more centralized information management systems,
- the scarcity of information technology professionals, making it expensive and difficult for companies to operate and manage software on their own,
- the decline in telecommunication costs and the increasing availability of bandwidth, making it less costly to connect remote users to a central data center,
- the growing demand for remote and shared access to software applications, and
- the increasing number of software applications and types of computer devices requiring integration expertise that is not available to, or is increasingly expensive for, many companies.

Our goal is to provide our ASP services with the speed, simplicity and reliability of a utility service. By outsourcing all or part of their information technology needs, our customers are able to reduce their information technology staff and can focus on their core competencies. Our secure, reliable and high-performance system for delivering software applications to multiple users over a variety of hardware systems provides a flexible, cost-effective solution for our customers.

Our Address and Telephone Number

The address of our principal executive office is 6 Morgan, Suite 100, Irvine, California 92618. Our telephone number is (949) 837-8252. Our website address is www.futurelink.net. Information contained on our website does not constitute part of this prospectus.

This prospectus contains trademarks and names of persons other than FutureLink, which are the property of their respective owners.

STATE OF MARYLAND
Department of Assessments and Taxation

FILED
SECRETARY OF CORPORATIONS
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DIVISION OF CORPORATIONS

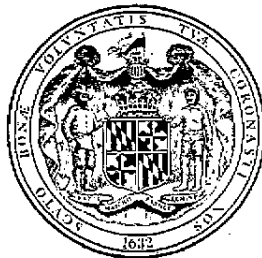
I, PAUL ANDERSON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT THE DEPARTMENT, BY LAWS OF THE STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATIONS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE, AND THAT I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT FUTURELINK VSI CORP. IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND THE CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN MARYLAND.

IN WITNESS WHEREOF, I HAVE HEREUNTO SUBSCRIBED MY SIGNATURE AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE ON THIS JUNE 26, 2000.



Paul B. Anderson
Charter Division



301 West Preston Street, Baltimore, Maryland 21201
Telephone Balto. Metro (410) 767-1340 / Outside Balto. Metro (888) 246-5941 0000709925
MRS (Maryland Relay Service) (800) 735-2258 TT/Voice
Fax (410) 333-7097

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