

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

FILING COVER SHEET  
ACCT. #FCA-14

FUD0000003697

CONTACT: CINDY HICKS

DATE: 6-28-00

REF. #: 0173

CORP. NAME: Futurelink Corp.

500003309115--3  
-06/29/00--01061--025  
\*\*\*1237.50 \*\*\*1237.50

GOT 15

- ☐ 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: CF - 70.00  
CERT - 17.50  
ADM - 1,150.00

STATE FEES PREPAID WITH CHECK# 19577 FOR \$ 1,237.50

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

need 6/28  
CREDIT LIMIT: \$

PLEASE RETURN:

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

Examiner's Initials

3x6ky

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 JUN 28 PM 3:48  
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00 JUN 28 AM 10:25  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**OFFICER'S CERTIFICATE  
FUTURELINK CORP.**

I, Kyle B.A. Scott, Vice President and Secretary of FutureLink Corp., a Delaware Corporation (the "Company"), do hereby certify as follows:

1. The Company desires to transact business in the State of Florida, and has been advised that the name of the Company is not available for use in the State of Florida;
2. The Company desires to adopt the alternate name "FutureLink Delaware Corp." for use in transacting business in the State of Florida pursuant to Section 607.1506, Florida 1989 Business Corporation act.

Executed this 28<sup>th</sup> day of June, 2000 in Irvine, California.

  
Kyle B.A. Scott, Vice President

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**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.*

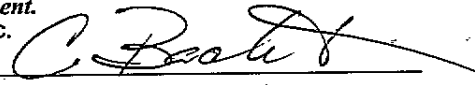
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1. FutureLink Corp.  
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware  
(State or country under the law of which it is incorporated)
3. 95-4763404  
(FEI number, if applicable)
4. May 27, 1999  
(Date of incorporation)
5. Perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. October 15, 1999  
(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: \_\_\_\_\_

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**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	*
Raghunath 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 and Vice President	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 of 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](http://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 Delaware*  
*Office of the Secretary of State*

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FUTURELINK CORP." 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-SIXTH DAY OF JUNE, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "FUTURELINK CORP." WAS INCORPORATED ON THE TWENTY-SEVENTH DAY OF MAY, A.D. 1999.

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.



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

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AUTHENTICATION:

0520602

DATE:

06-26-00

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