

MARK D. KLEIN
H. VAUGHN HAPEMAN

KLEIN & HAPEMAN, LLP

DIRECT DIAL
NUMBER

ATTORNEYS AT LAW

A Partnership of Professional Corporations

F0000000 4285

April 27, 2000

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Cornerstone Systems, Inc.

700003253507--5
-05/15/00--01171--001
*****78.75 *****78.75

Dear Sir or Madam:

Enclosed are the following documents necessary to complete the application for a certificate of authority to transact business in Florida:

1. (Original) Application By Foreign Corporation For Authorization to Transact Business in Florida and one copy; Transmittal Letter and one copy
2. Certificate of State Domestic Corporation; and
3. Check in the amount of \$78.75, for filing fee and Certificate of Status.

Please process this application and return the Certificate of Status. Should you have any questions, please feel free to contact me.

Sincerely,

Mark D. Klein, Esq.

Name Availability	
Document Examiner	DCC
Updater MDK:ca	DCC
encls.	
Verifier	0
Adm. Assistant	DCC
W. P. Verifier	DCC

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855, 310, 671

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 23, 2000

MARK D. KLEIN, ESQ.
KLEIN & HAPEMAN, LLP
2301 DUPONT DRIVE, SUITE 530
IRVINE, CA 92612

SUBJECT: CORNERSTONE SYSTEMS, INC.
Ref. Number: W00000013292

We have received your document for CORNERSTONE SYSTEMS, INC. and your check(s) totaling \$78.75. 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) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 700A00029246



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 5, 2000

MARK D. KLEIN, ESQ.
KLEIN & HAPEMAN, LLP
2301 DUPONT DRIVE, SUITE 530
IRVINE, CA 92612

SUBJECT: CORNERSTONE SYSTEMS, INC.
Ref. Number: W00000013292

We have received your document for CORNERSTONE SYSTEMS, INC. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

We are returning the attached resolution to you because the new name you have chosen is not available. Please select a new name.

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) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 100A00037311

RESOLUTION OF BOARD OF DIRECTORS
(Please print or type)

I, the undersigned Crista M. Hicken, do hereby certify
(Name)

that this Resolution of the Board of Directors of _____

Cornerstone Systems, Inc.

(Corporate Name)

a corporation duly organized and existing under the laws of the State of CA

was duly adopted on July 24, 2000

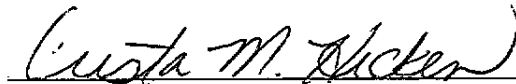
Be it resolved, that Cornerstone Systems, Inc.

(Corporate Name)

organized and existing in the State of CA, hereby adopts the name

Cornerstone Systems of California, Inc. for use in Florida.

Dated: July 24, 2000



Signature of either Chairman, Vice Chairman or any officer

Crista M. Hicken, Vice President

Type or print Name

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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.*

1. Cornerstone 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. California 3. 95-4313244
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 11-13-90 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 03-01-00
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 1551 N. Tustin Ave., Ste. 600
Santa Ana, CA 92705
(Current mailing address)

8. Computer consulting, systems programming; Hardware and software reseller
(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)

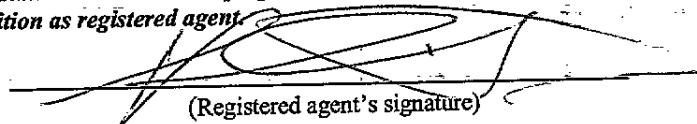
Name: STUART C. SMITH.

Office Address: 224 VIA D'ESTE #1202

DELRAY BEACH., Florida, 33445
(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.


(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)

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TALLAHASSEE, FLORIDA

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: See attached Schedule "A"

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached Schedule "A"

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. Crista M. Hicken
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Crista M. Hicken, Vice President
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

SCHEDULE "A"

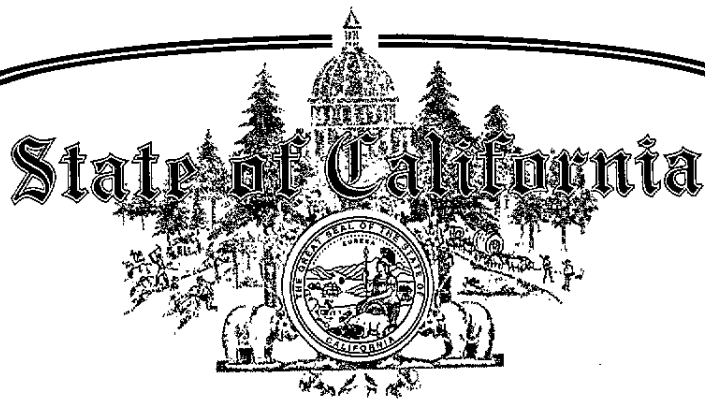
OFFICERS AND DIRECTORS

<u>NAME</u>	<u>TITLE</u>	<u>BUSINESS ADDRESS</u>
HERB CHITTUM	PRESIDENT	1551 N. TUSTIN AVENUE, SUITE 600 SANTA ANA, CA 92705-8637
DAVID CHITTUM	VICE PRESIDENT	1551 N. TUSTIN AVENUE, SUITE 600 SANTA ANA, CA 92705-8637
STEVE ACEVEDO	VICE PRESIDENT	1551 N. TUSTIN AVENUE, SUITE 600 SANTA ANA, CA 92705-8637
LEE SUTTON	VICE PRESIDENT	1551 N. TUSTIN AVENUE, SUITE 600 SANTA ANA, CA 92705-8637
CRISTA HICKEN	VICE PRESIDENT/ TREASURER	1551 N. TUSTIN AVENUE, SUITE 600 SANTA ANA, CA 92705-8637
KEN BOWERS	SECRETARY	1551 N. TUSTIN AVENUE, SUITE 600 SANTA ANA, CA 92705-8637
HERB CHITTUM	DIRECTOR	1551 N. TUSTIN AVENUE, SUITE 600 SANTA ANA, CA 92705-8637
LEE SUTTON	DIRECTOR	1551 N. TUSTIN AVENUE, SUITE 600 SANTA ANA, CA 92705-8637
KEN BOWERS	DIRECTOR	1551 N. TUSTIN AVENUE, SUITE 600 SANTA ANA, CA 92705-8637
STEVE ACEVEDO	DIRECTOR	1551 N. TUSTIN AVENUE, SUITE 600 SANTA ANA, CA 92705-8637
DAVID CHITTUM	DIRECTOR	1551 N. TUSTIN AVENUE, SUITE 600 SANTA ANA, CA 92705-8637
CRISTA HICKEN	DIRECTOR	1551 N. TUSTIN AVENUE, SUITE 600 SANTA ANA, CA 92705-8637
MICHAEL POSIN	DIRECTOR	1551 N. TUSTIN AVENUE, SUITE 600 SANTA ANA, CA 92705-8637
JOE FEHRENBACH	DIRECTOR	1551 N. TUSTIN AVENUE, SUITE 600 SANTA ANA, CA 92705-8637

SECRETARY OF STATE
ALLA WISSE, FLORIDA

00 JUL 31 AM 10:22

FILED



SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, BILL JONES, Secretary of State of the State of California, hereby certify:

That on the **13TH day of NOVEMBER 1990, CORNERSTONE SYSTEMS, INC.** became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

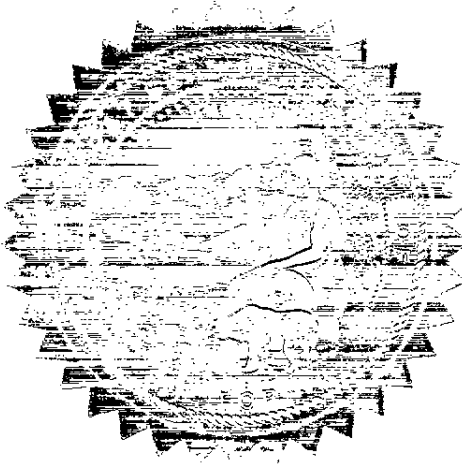
That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of March 23, 2000.



Bill Jones
BILL JONES
Secretary of State

FILED

00 JUL 31 AM 10:22
SECRETARY OF STATE
TAMARA HARRIS, CLERK