

FOUO 4317

6.

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Ronald A. Varley
(Name of Person)

Paragon Solutions, Incorporated
(Firm/Company)

8525 Averell Court
(Address)

Raleigh, NC 27615
(City/State/Zip)

400003320844--4
-07/12/00--010320-007
*****70.00 *****70.00

W-17808

Ronald A. Varley at (919) 280-8847
(Name of Person) (Area Code & Daytime Telephone Number)

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St. .
Tallahassee, FL 32399

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

STF FL32376F 2



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 17, 2000

RONALD A VARLEY
8525 AVERELL COURT
RALEIGH, NC 27615

SUBJECT: PARAGON SOLUTIONS, INC.
Ref. Number: W00000017808

We have received your document for PARAGON SOLUTIONS, INC. and your check(s) totaling \$70.00. 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) 487-6097.

Michael Mays
Document Specialist

Letter Number: 100A00039029

RESOLUTION OF BOARD OF DIRECTORS
(Please print or type)

I, the undersigned BONALD A. VARLEY, do hereby certify
(Name)

that this Resolution of the Board of Directors of PARAGON SOLUTIONS, INC.

(Corporate Name)

a corporation duly organized and existing under the laws of the State of NORTH CAROLINA


was duly adopted on JULY 27, 20 00

Be it resolved, that PARAGON SOLUTIONS, INC.
(Corporate Name)

organized and existing in the State of NORTH CAROLINA whereby adopts the name

PARAGON SOLUTIONS, INC. OF NORTH CAROLINA Florida

Dated: 7/27/00


Signature of either Chairman, Vice Chairman or any officer

VICE PRESIDENT, PARAGON
SOLUTIONS
INC.

BONALD A. VARLEY
Type or print Name

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA.*

1. Paragon Solutions, Incorporated
(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. North Carolina
(State or country under the law of which it is incorporated)

3. 56-2150806
(FEI number, if applicable)

4. 7/27/99
(Date of incorporation)

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

6. 4/26/00
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 8525 Averell Court
Raleigh, NC 27615
(Current mailing address)

8. Business Activities Consulting
(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: Ronald A. Varley, c/o Smurfit-Stone Container Corp.

Office Address: 9469-1 Eastport Road
Jacksonville, Florida, 32226
(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)

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

Chairman: All Officers are Equal Directors

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Michael Burns

Address: 2421 Brentwood Drive

Carson City, NV 89701

Vice President: Ronald A. Varley

Address: 8525 Averell Court

Raleigh, NC 27615

Secretary: Ronald White

Address: 10330 Westland Drive

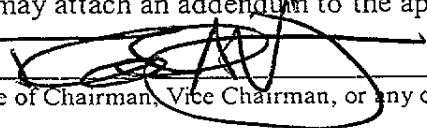
Knoxville, TN 37922

Treasurer: Robert Koehler

Address: 4717 Magnus Drive

Allison Park, PA 15101

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. Ronald A. Varley, Vice President
(Typed or printed name and capacity of person signing application)

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF NORTH CAROLINA



Department of The
Secretary of State

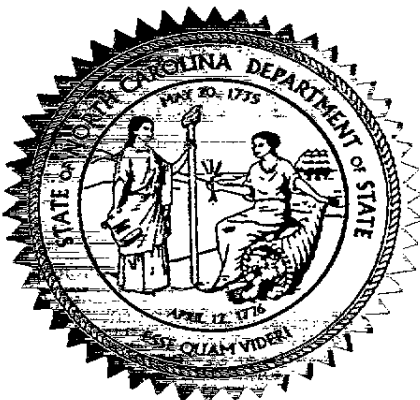
CERTIFICATE OF EXISTENCE

I, **ELAINE F. MARSHALL**, Secretary of State of the State of North Carolina, do hereby certify that

PARAGON SOLUTIONS, INC.

is a corporation duly incorporated under the laws of the State of North Carolina, having been incorporated on the 27th day of July, 1999, with its period of duration being Perpetual.

I **FURTHER** certify that, as of the date set forth hereunder, the said corporation's articles of incorporation are not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said corporation is not administratively dissolved for failure to comply with the provisions of the North Carolina Business Corporation Act; that its most recent annual report required by N.C.G.S. 55-16-22 **has been** delivered to the Secretary of State; and that the said corporation has not filed articles of dissolution as of the date of this certificate.



IN WITNESS WHEREOF, I have hereunto
set my hand and affixed my official seal at the
City of Raleigh, this 6th day of June, 2000.

Elaine F. Marshall

Secretary of State