

F00000004397



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 784398 7137710

AUTHORIZATION : *Patricia Project*

COST LIMIT : \$ 87.50

ORDER DATE : August 2, 2000

ORDER TIME : 2:22 PM

ORDER NO. : 784398-005

CUSTOMER NO: 7137710

CUSTOMER: Mr. Emanuel Torti
Torti & Visnick
Suite 700
Sixty State Street
Boston, MA 02109

200003345682--1

FOREIGN FILINGS

NAME: THINKSCOPE, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: *Susie Knight* EXT: 1156

00 AUG -3 PM 3:16

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG -3 AM 8:53

**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.

THINKSCOPE, INC.

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1. _____
(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 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. May 31, 2000 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. July 1, 2000
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 1114 Bay Club Circle
Tampa, FLA 33607
(Current mailing address)

8. Software Services
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

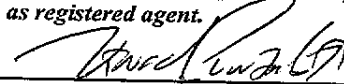
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Vinod Punjabi

Office Address: 1114 Bay Club Circle
Tampa, Florida, 33607
(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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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: Vinod Punjabi
Address: 1114 Bay club Circle
Tampa, FLA 33607

Vice Chairman: _____

Address: _____

Director: Vinod Punjabi
Address: 1114 Bay Club Circle
Tampa, FLA 33607

Director: Gerry Dundon Seamus Brennan
Address: 15 Brookside Lane 83 Oxford Road
Norfolk, MA 02056 Westwood, MA 02090

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

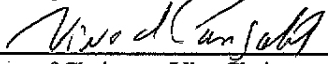
President: Vinod Punjabi
Address: 1114 Bay Club Circle
Tampa, FLA 33607

Vice President: Same as above
Address: _____

Secretary: Seamus Brennan
Address: 83 Oxford Road
Westwood, MA 02090

Treasurer: Gerry Dundon
Address: 15 Brookside Lane
Norfolk, MA 02056

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. Vinod Punjabi, President and Director
(Typed or printed name and capacity of person signing application)

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 "THINKSCOPE, 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 SECOND DAY OF AUGUST, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.




Edward J. Freel, Secretary of State

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AUTHENTICATION: 0595451

DATE: 08-02-00