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ATTORNEYS ADMITTED IN

DC MD VA NY NJ FL

October 16, 2000

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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*****70.00 *****70.00

Re: DCMS, Inc. (d/b/a Design Change Management Systems, Inc.)

Dear Sir or Madam:

Enclosed please find the following documents:

- XX Transmittal letter,
- XX Application by foreign corporation for authorization to transact business in Florida
- XX Resolution authorizing name change in Florida
- XX Certificate of Existence
- XX Check for \$70.00

Please file these documents on behalf of DCMS, Inc., a Minnesota corporation seeking to do business in Florida. It has come to our attention that the name "DCMS, Inc." is already being used by a corporation in Florida. Therefore, Newton Long, the sole director and shareholder of DCMS, Inc. has adopted a resolution authorizing the company to operate using the name "Design Change Management Systems, Inc." in Florida. Please file these documents and send a stamped copy to me in the enclosed self-addressed, postage pre-paid envelope.

Thank you for your assistance. If you have any questions please contact me at (202) 789-1000.

Very truly yours,

Dana S. Glynn

Dana S. Glynn

mt
10/24

FILED
OCT 20 2000
PM 3:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DCMS, INC.
(A DELAWARE CORPORATION)

**WRITTEN CONSENT OF SOLE DIRECTOR & SHAREHOLDER
IN LIEU OF SPECIAL MEETING**

THE UNDERSIGNED, being the sole director ("Director") and shareholder ("Shareholder") of DCMS, Inc., a Minnesota corporation (the "Corporation"), acting in accordance with Section 302A of the Minnesota Statutes, hereby waives the calling of a special meeting of the directors and shareholders, consents in writing this 13th day of October, 2000 to the adoption of the following resolutions, and directs that this written consent be filed with the minutes of the proceedings of the Corporation.

WHEREAS: The Director and Shareholder intends to register the Corporation as a foreign profit corporation to transact business in Florida.


WHEREAS: A corporation using the name "DCMS, Inc." is already in existence in Florida.

WHEREAS: The sole Director and Shareholder deems it advisable and in the best interest of the Corporation to authorize and approve the adoption of the name "Design Change Management Systems, Inc." for use in Florida.

NOW, THEREFORE, BE IT:

RESOLVED, that the Corporation is authorized to use the name "Design Change Management Systems, Inc." in the state of Florida for purposes of registering as a foreign profit corporation seeking to transact business in the state.

IN WITNESS WHEREOF, the undersigned has executed this written consent as of the day and year first written above.



Newton E. Long III

FILED
00 OCT 20 PM 4:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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. DCMS, 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. Minnesota 3. 41 169 7851
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. June 18, 1991 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. January 1, 2000
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 10150 Highland Manor Drive; Suite 200; Tampa, Florida 33610
(Principal office address)
- same
(Current mailing address)

8. The purpose of the corporation is to assist businesses increase productivity by providing training and general consulting 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)

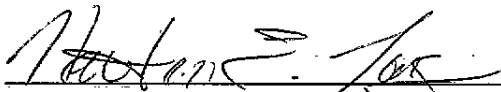
Name: Newton Long

Office Address: 10150 Highland Manor Drive, Suite 200

Tampa, Florida 33610
(City) (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.

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00 OCT 20 PM 9:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Newton Long

Address: 10150 Highland Manor Dr., Suite 200

Tampa, Florida 33610

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Newton Long

Address: 10150 Highland Manor Dr., Suite 200

Tampa, Florida 33610

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. Newton Long, President

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Minnesota

SECRETARY OF STATE

Certificate of Good Standing

I, Mary Kiffmeyer, Secretary of State of Minnesota, do certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that the corporation is governed by the chapter of Minnesota Statutes listed below; and that this corporation is authorized to do business as a corporation at the time this certificate is issued.

Name: DCMS, Inc.

Date Formed: 06/18/1991

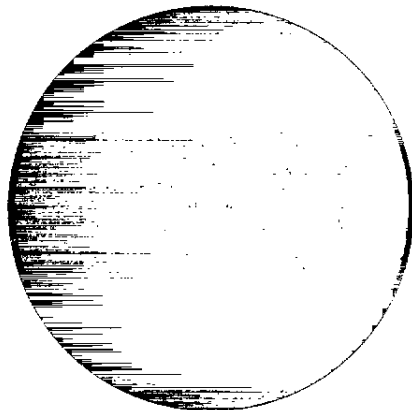
Chapter Governed By: 302A

This certificate has been issued on 10/11/00.

FILED

00 OCT 20 PM 9:48

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Mary Kiffmeyer
Secretary of State.