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RICHARD WEINMAN

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September 12, 2000

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

100003394831--5  
-09/15/00--01063--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: Theseus Logic, Inc., a Delaware corporation

Dear Ladies and Gentlemen:

W-23132 F-6149

The enclosed "Statement and Designation by Foreign Corporation", "Certificate of Existence", and check are submitted to register Theseus Logic, Inc., a Delaware corporation, to transact business in Florida.

Please acknowledge receipt of these documents by returning a date stamped copy of this letter in the postage paid envelope enclosed herewith.

Please feel free to contact me if you have any questions in this regard.

Sincerely,

*Richard Weinman*

Richard Weinman

W-11/3

FILED  
00 NOV -2 AM 9:50  
TALLAHASSEE FLORIDA

Enclosures

F:\USR\RWeinman\TheseusLogic\reincorporation\FL designation.wpd

6p

MELBOURNE  
321-727-8100



TALLAHASSEE  
850-222-7717



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

September 21, 2000

RICHARD WEINMAN  
GRAY HARRIS & ROBINSON  
P.O. BOX 3068  
ORLANDO, FL 32802-3068

SUBJECT: THESEUS LOGIC, INC.  
Ref. Number: W00000023132

FILED  
00 NOV -2 AM 9:50  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

We have received your document for THESEUS LOGIC, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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.

You must list your Federal Employer Identification Number in the appropriate block. If applied for, enter "applied for", or if not applicable, enter "N/A".

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) 487-6043.

Shawn Logan  
Document Specialist

Letter Number: 900A00049964

**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. Theseus Logic, 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. Delaware 3. 41-1821836  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. May 14, 2000 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. September 18, 2000  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 3501 Quadrangle Blvd., Suite 100  
Orlando, FL 32817  
(Current mailing address)

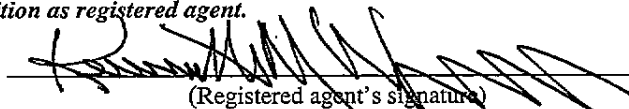
8. Organized for general business purposes, with unlimited power to engage in any lawful act concerning any and all lawful business for which a corporation may be organized.  
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

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

Name: Kenneth Wagner  
Office Address: 3501 QUADRANGLE BLVD., SUITE 100  
401 Southbill Lane, Suite 150  
ORLANDO, Florida, 32817  
Maitland (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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00 NOV -2 AM 9:00  
TALLAHASSEE FL

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

Chairman: Michael Graff

Address: 3501 Quadrangle Blvd., Suite 100  
Orlando, FL 32817

Director: Karl Fant  
~~Vice Chairman~~

Address: 3501 Quadrangle Blvd., Suite 100  
Orlando, FL 32817

Director: Ken Wagner

Address: 3501 Quadrangle Blvd., Suite 100  
Orlando, FL 32817

Director: Mike Buffa

Address: 3501 Quadrangle Blvd., Suite 100  
Orlando, FL 32817

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

President: Michael Graff

Address: 3501 Quadrangle Blvd., Suite 100  
Orlando, FL 32817

Vice President: Ken Wagner

Address: 3501 Quadrangle Blvd., Suite 100  
Orlando, FL 32817

Secretary: William A. Grimm

Address: 3501 Quadrangle Blvd., Suite 100  
Orlando, FL 32817

Treasurer: Steve Behrens

Address: 3501 Quadrangle Blvd., Suite 100  
Orlando, FL 32817

**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. [Signature]  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Kenneth M. Wagner, Executive VP  
(Typed or printed name and capacity of person signing application)

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NOV -2 AM 9:50  
TALLAHASSEE, FLORIDA

## DIRECTORS

**Director:** Jim Dykes  
**Address:** 3501 Quadrangle Blvd., Suite 100  
Orlando, FL 32817

**Director:** Dr. Roger P. Heinisch  
**Address:** 3501 Quadrangle Blvd., Suite 100  
Orlando, FL 32817

**Director:** Craig Yudell  
**Address:** 3501 Quadrangle Blvd., Suite 100  
Orlando, FL 32817

## OFFICERS

**Title:** Co-Founder, Chief Technical Officer  
**Name:** Karl Fant  
**Address:** 3501 Quadrangle Blvd., Suite 100  
Orlando, FL 32817

**Title:** Vice President, Engineering  
**Name:** Dr. David R. Lamb  
**Address:** 3501 Quadrangle Blvd., Suite 100  
Orlando, FL 32817

**Title:** Vice-President, Wester Operations  
**Name:** Michael Ligthart,  
**Address:** 3501 Quadrangle Blvd., Suite 100  
Orlando, FL 32817

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NOV -2 AM 9:50  
TALLAHASSEE FLORIDA

*State of Delaware*  
*Office of the Secretary of State*

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PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THESEUS LOGIC, 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 FIRST DAY OF SEPTEMBER, A.D. 2000.

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

FILED  
00 NOV -2 AM 9:50  
STATE  
TALLAHASSEE FLORIDA



  
Edward J. Freel, Secretary of State

3226028 8300

AUTHENTICATION: 0653194

001443791

DATE: 09-01-00