



THE UNITED STATES
CORPORATION
COMPANY

F00000006786

ACCOUNT NO. : 072100000032

REFERENCE : 921630 7225231

AUTHORIZATION :

Patricia Pigato

COST LIMIT : ~~\$4,675.00~~

ORDER DATE : December 6, 2000

ORDER TIME : 11:08 AM

ORDER NO. : 921630-005

CUSTOMER NO: 7225231

CUSTOMER: Ms. Alessandra Pope Bitteker
S1 Corporation
Suite 1700
3390 Peachtree Road
Atlanta, GA 30326

400003490514--7

FOREIGN FILINGS

NAME: EDIFY CORPORATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

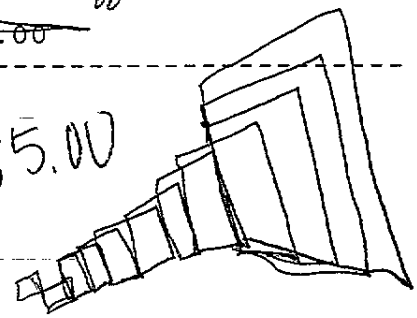
 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds -- EXT# 1133

EXAMINER: _____

FILED
DEC - 7 PM 2:48
TALLAHASSEE, FLORIDA

\$ 4,685.00



"4615"
70

RECEIVED
00 DEC - 7 AM 11:35
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

BK
12/7

**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. Edify Corporation
(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. 77-0250992
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. October 19, 1989 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. February 1, 1996
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 2840 San Thomas Expressway, Santa Clara, CA 95051

(Current mailing address)

8. Software sales
(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: Corporation Service Company

Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(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)

Louise B. Smith, Asst. Vice-President

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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Robert F. Stockwell

Address: 3390 Peachtree Road, Suite 1700, Atlanta, GA 30326

Director: Daniel H Drechsel

Address: Peninsular House, 36 Monument St., London EC3R 8LJ, UK

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

President: Joc Brown

Address: 2840 San Thomas Expressway, Santa Clara, CA 95051

Vice President: Robert Stockwell

Address: 3390 Peachtree Road, Suite 1700, Atlanta, GA 30326

Secretary: Nancy K. Kenley

Address: 3390 Peachtree Road, Suite 1700, Atlanta, GA 30326

Treasurer: Ron Gorland

Address: 3390 Peachtree Road, Suite 1700, Atlanta, GA 30326

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

13. Nancy Kenley

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

14. Nancy Kenley, Secretary

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

FILED
DEC - 7 PM 2:48
SECRETARY OF STATE
TALLAHASSEE FLORIDA

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EDIFY CORPORATION" 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 SIXTH DAY OF DECEMBER, A.D. 2000.

FILED
00 DEC -7 PM 2:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

2584710 8300

AUTHENTICATION: 0835631

001609788

DATE: 12-06-00