



F01000000824

ACCOUNT NO. : 072100000032

REFERENCE : 985781 4391649

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pigute

ORDER DATE : January 31, 2001

ORDER TIME : 11:21 AM

ORDER NO. : 985781-015

CUSTOMER NO: 4391649

CUSTOMER: Ms. Janet Golem
Keycorp
127 Public Square, 2nd Floor
Cleveland, OH 44114

900003674359--0

FOREIGN FILINGS

NAME: KEYNEXT INC.

5

01 FEB 12 PM 2:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull -- EXT# 1115

EXAMINER: _____

bp 2/12

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DEPARTMENT 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. KeyNext 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. Ohio 3. 34-1941462
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. December 06, 2000 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(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.)
c/o Richard A. Kopek, 127 Public Square
7. Cleveland, OH 44114-1306
(Principal office address)

127 Public Square, Cleveland, OH 44114-1306

(Current mailing address)

To engage in activities to support and facilitate electronic commerce. To engage in any act or activity for which corporations may be organized.

8. _____
(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

(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.

Corporation Service Company

By: Louise B Smith
(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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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider

Address: _____

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

14. Linda A. Grandstaff, President
(Typed or printed name and capacity of person signing application)

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OFFICERS/DIRECTORS RIDER

FL-Application by Foreign Corporation for Authorization

KeyNext Inc.

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TALLAHASSEE, FLORIDA

List of Officers

Name:	Linda A. Grandstaff	Title:	President
Bus. Addr.:	127 Public Square, Cleveland, OH 44114-1306		
Name:	John H. Mancuso	Title:	Secretary
Bus. Addr.:	127 Public Square, Cleveland, OH 44114-1306		
Name:	Nancy H. Worman	Title:	Treasurer
Bus. Addr.:	127 Public Square, Cleveland, OH 44114-1306		
Name:	Pamela Carson	Title:	Senior Vice President
Bus. Addr.:	127 Public Square, Cleveland, OH 44114-1306		
Name:	Steven N. Bulloch	Title:	Assistant Secretary
Bus. Addr.:	127 Public Square, Cleveland, OH 44114-1306		
Name:	Richard A. Kopek	Title:	Assistant Secretary
Bus. Addr.:	127 Public Square, Cleveland, OH 44114-1306		

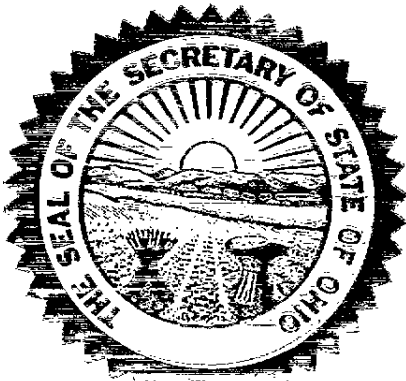
List of Directors

Name:	James S. Bingay	Term:	Jan 02, 2002
Bus. Addr.:	127 Public Square, Cleveland, OH 44114-1306		
Name:	Linda A. Grandstaff	Term:	Jan 02, 2002
Bus. Addr.:	127 Public Square, Cleveland, OH 44114-1306		
Name:	John H. Mancuso	Term:	Jan 02, 2002
Bus. Addr.:	127 Public Square, Cleveland, OH 44114-1306		

**UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, J. Kenneth Blackwell, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations; that said records show KEYNEXT INC., an Ohio corporation, Charter No. 1194392, having its principal location in Cleveland, County of Cuyahoga, was incorporated on December 6, 2000 and is currently in GOOD STANDING upon the records of this office.



WITNESS my hand and official seal at

Columbus, Ohio on

February 8, 2001

J. Kenneth Blackwell

J. Kenneth Blackwell
Secretary of State