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GOODMAN WEISS MILLER LLP  
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CLEVELAND, OHIO 44114-1882

TELEPHONE: (216) 696-3366  
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March 1, 2001

**BY OVERNIGHT COURIER**

Qualification/Tax Lien Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

Re: Accrisoft Corporation

Dear Sir/Madam:

Enclosed for filing is an Application by Foreign Corporation for Authorization to Transact Business in Florida, along with a Certificate of Good Standing issued by the Delaware Secretary of State and a check in the amount of \$70 to cover the filing fee.

Please return a letter of acknowledgment of registration to the undersigned.

Thank you.

Very truly yours,

GOODMAN WEISS MILLER LLP

*G. Heidenreich*

Gail Heidenreich  
Legal Assistant

FILED  
01 MAR -2 PM 1:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Enclosures

cc: Jay R. Faeges

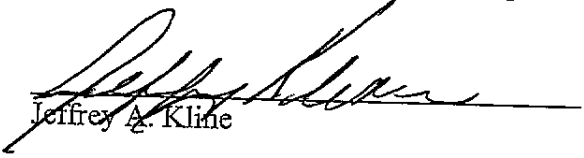
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**APPLICATION BY FOREIGN CORPORATION  
FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA**

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. **Name of corporation:** Accrisoft Corporation
2. **State of incorporation:** Delaware
3. **FEI Number, if applicable:** [applied for]
4. **Date of incorporation:** January 30, 2001
5. **Duration:** Perpetual
6. **Date first transacted business in Florida:** January 31, 2001
7. **Mailing address:** 1900 N.W. Corporate Boulevard, Suite 400 East, Boca Raton, Florida 33431
8. **Purpose of corporation authorized in home state to be carried out in the State of Florida:** To engage in any lawful act or activity for which corporations may be organized under Florida Statutes.
9. **Name and address of Florida registered agent:**  
Jeffrey A. Kline  
1900 N.W. Corporate Boulevard, Suite 400 East  
Boca Raton, Florida 33431
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.

  
Jeffrey A. Kline

11. Attached is a Certificate of Good Standing issued by the Secretary of State of the State of Delaware dated not more than 90 days prior to the delivery of this application to the Department of State.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

12. **Names and addresses of Officers:**

Jeffrey A. Kline  
1900 N.W. Corporate Boulevard  
Suite 400 East  
Boca Raton, FL 33431

President, Secretary and Treasurer

Jay R. Faeges  
100 Erieview Plaza, 27<sup>th</sup> Fl.  
Cleveland, OH 44114

Assistant Secretary

Jeffrey Kasten  
1900 N.W. Corporate Boulevard  
Suite 400 East  
Boca Raton, FL 33431

Secretary

13. **Names and addresses of Directors:**

Jeffrey A. Kline  
1900 N.W. Corporate Boulevard  
Suite 400 East  
Boca Raton, FL 33431

Jeffrey Kasten  
1900 N.W. Corporate Boulevard  
Suite 400 East  
Boca Raton, FL 33431

Scott Adams  
4950 Blue Lake Drive, Suite 900  
Boca Raton, FL 33431

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ACCRISOFT CORPORATION**

By

  
Jeffrey A. Kline, President

*State of Delaware*  
*Office of the Secretary of State* PAGE 1

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ACCRISOFT 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 EIGHTH DAY OF FEBRUARY, A.D. 2001.

FILED  
01 MAR -2 PM 1:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 0962812

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DATE: 02-08-01