



THE UNITED STATES
CORPORATION
COMPANY

F0100000 1646

ACCOUNT NO. : 072100000032

REFERENCE : 090523 4305845

AUTHORIZATION :

COST LIMIT : \$ 70

Patricia Pizzuto

FILED
01 MAR 26 PM 3:17
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ORDER DATE : March 23, 2001

ORDER TIME : 2:18 PM

ORDER NO. : 090523-005

CUSTOMER NO: 4305845

7000003910627--6

CUSTOMER: Mr. Matt Rizzo
Willkie Farr & Gallagher
787 Seventh Avenue

New York, NY 10019-6099

FOREIGN FILINGS

NAME: E-FICIENT SOFTWARE, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward -- EXT# 1135

EXAMINER: _____

h12
3/26

RECEIVED
01 MAR 26 PM 3:14
DIVISION OF CORPORATION

TRANSMITTAL LETTER

01 MAR 26 PM 9:17
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO: Registration Section
Division of Corporations

SUBJECT: e-efficient Software, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Michael Norris

(Name of Person)

e-efficient Software, Inc.

(Firm/Company)

2232 Baltimore Pike

(Address)

Oxford, PA 19363

(City/State and Zip code)

For further information concerning this matter, please call:

Joe Cunningham

(Name of Person)

at (212) 728-8161

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

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

Enclosed is a check for the following amount:

- | | | | |
|---|--|---|---|
| <input type="checkbox"/> \$70.00 Filing Fee | <input type="checkbox"/> \$78.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$78.75 Filing Fee &
Certified Copy | <input type="checkbox"/> \$87.50 Filing Fee,
Certificate of Status &
Certified Copy |
|---|--|---|---|

**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*

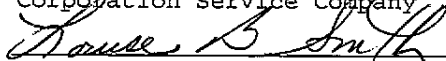
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MAR 26 PM 5:17
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TALLAHASSEE, FLORIDA

1. e-efficient Software, 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
(State or country under the law of which it is incorporated)
3. 23-3072651
(FEI number, if applicable)
4. January 23, 2001
(Date of incorporation)
5. Perpetual
(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.)
7. 2232 Baltimore Pike, Oxford, PA, 19363
(Principal office address)
Same as above
(Current mailing address)
Software Development
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



(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 business addresses of officers and/or directors:**A. DIRECTORS**Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERSPresident: 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. 

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

14. Michael Norris - President

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

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Directors/Officers Rider

Directors	
Chairman: Address:	Rodman Morehead 2232 Baltimore Pike, Oxford, PA, 19363
Director: Address:	Michael Norris 2232 Baltimore Pike, Oxford, PA, 19363
Director: Address:	J. Renwick Kerr 2232 Baltimore Pike, Oxford, PA, 19363
Director: Address:	Richard Pedrelli 2232 Baltimore Pike, Oxford, PA, 19363
Officers	
President: Address:	Michael Norris 2232 Baltimore Pike, Oxford, PA, 19363
Vice President: Address:	J. Renwick Kerr 2232 Baltimore Pike, Oxford, PA, 19363
Secretary: Address:	J. Renwick Kerr 2232 Baltimore Pike, Oxford, PA, 19363
Treasurer: Address:	Michael Norris 2232 Baltimore Pike, Oxford, PA, 19363

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TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "E-EFFICIENT SOFTWARE, 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 TWENTY-THIRD DAY OF MARCH, A.D. 2001.

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

FILED
01 MAR 26 PM 5:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3347749 8300

AUTHENTICATION: 1042706

010145244

DATE: 03-23-01