F010000002723

TRANSMITTAL LETTER

ΓO: Registration Section Division of Corporations	5000040450459 -04/23/0101147008 ******70.00 ******70.00
SUBJECT: Spruce Computer Systems, I (Name of corporation - must include suff	fix)
Dear Sir or Madam:	
The enclosed "Application by Foreign Corporation for Authorization to Tra "Certificate of Existence", and check are submitted to register the above reforms to transact business in Florida.	nsact Business in Florida", erenced foreign corporation
Please return all correspondence concerning this matter to the following:	
Mary Jane Tifft (Name of Person)	<u>wol-944</u> 8
(Name of Person)	
Spruce Computer Systems. Inc. (Firm/Company)	
(Firm/Company)	
17 British American Boulevard (Address)	
Latham, Ny 12110	
(City/State and Zip code)	
For further information concerning this matter, please call:	
Mary Jane Tiff at (S8) 783-661 (Name of Person) (Area Code & Daytime Te	•
STREET ADDRESS: Registration Section Division of Corporations 409 E. Gaines St. Tallahassee, FL 32399 MAILING ADD Registration Section Division of Corporations P.O. Box 6327 Tallahassee, FL 32399	on Practions
Enclosed is a check for the following amount:	inte
\$70.00 Filing Fee \$\Bigcup \\$78.75 Filing Fee & \$78.75 Filing Fee Certificate of Status \$78.75 Filing Fee	& S87.50 Filing Fee, Certificate of Status & 5/2



FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

April 26, 2001

MARY J. TIFFT 17 BRITISH AMERICAN BLVD LATHAM, NY 12110

SUBJECT: SPRUCE COMPUTER SYSTEMS, INC.

Ref. Number: W01000009448

We have received your document for SPRUCE COMPUTER SYSTEMS, 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 registered agent must sign accepting the designation.

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report/uniform business report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$1150.00.

Enclosed please find a copy of section 607.1501, 617.1501, or 608.502, Florida-Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a notarized affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501, 617.1501 or 608.502, Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays Document Specialist

Letter Number: 901A00024746



May 16, 2001

Mr. Michael Mays Florida Department of State Division of Corporations PO Box 6327 Tallahassee, FL 32314

Dear Mr. Mays:

Subject: Spruce Computer Systems, Inc. - Ref. Number: W01000009448

Regarding your letter number 901A00024746 dated April 26, 2001, we have reviewed Section 607.1501 and respectfully submit the following affidavit regarding our filing status.

Your letter refers to annual report and penalty fees in the amount of \$1150 for failure on our part to register and file state tax returns for last year. Our company's fiscal year runs from September 1 to August 31. As such, the first year for which we are liable to file in Florida is 2001 with our first filing being due in September, 2001 reflecting all business transactions since September 1, 2000 through August 31, 2001.

The extent of our operating activity in Florida consists of the taking of two orders (one in September 2000 and one in November 2000), which per our contract are subject to acceptance in the State of New York. This activity pursuant to Section 607.1501 subsection 2(f) in and of itself does not constitute transacting business. These orders were subsequently filled and invoiced, and will be reflected in our company's tax filing for this fiscal year.

We therefore are resubmitting our application to conduct business in Florida reflecting this correction of information, along with the appropriate signatures referred to in your letter.

Thank you for your attention to this matter. If you should requi	re any further information,	please don	't -he si	itate
to contact us.			Ξ	
Sincerely, Raymond P. McQuade President			2	
President Enclosures	_		8 3	

STATE OF NEW YORK COUNTY OF ALBANY

On this 6th day of May 2001, before me personally came Laurand P.Mc Combine known to be the individual described and the President of Spruce Computer Systems, Inc., executed the foregoing instrument and acknowledged that he executed the same.

Notary Public

MARY JANE TIFFT
Notary Public, State of New York
No. 4846106
Residing in Rensselaer County
My Commission Expires 1212101

which it is incorporated.

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. Soruce Computer Systems, 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.) State or country under the law of which it is incorporated)

3. 14-1600303

(FEI number, if applicable) 5. <u>per pe tual</u>

(Duration: Year corp. will cease to existor "perpetual") September, 2000 (first transaction) - second in November, 2000 (Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.) les & maintenance of computer hardware ± s
(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: CT Corporation System Office Address: 1200 South Pine Island Road Plantation 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. C T Corporation System (Registered agent's signature)
abetus, Vice President and Assistant Scretar 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

^{12.} Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable) FL019-9/2/99 CT System Online

DIRECTORS (Street address only - P.O. Box NOT acceptable)		
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Chairman:		
ess:		
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FFICERS (Street address only - P.O. Box NOT	acceptable)	
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iem:		
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2SS:		
President:		
President: SSS: Sary:		
President: SSS: SATY: SSS:		
President: SSS: Bary: SSS: SSS:		
President: SS: Sary: SSS: SSS:		
President: SS: Sary: SS: SS: SS: E: If necessary, you may attach an addendum to the app Management Will and the same addendum to the app		

SPRUCE COMPUTER SYSTEMS, INC. OFFICERS & BOARD OF DIRECTORS

Raymond P. McQuade - President Spruce Computer Systems, Inc. 17 British American Boulevard Latham, NY 12110 Phone: 518-783-6613

Jan Novack
Dykes Lumber Company, Inc.
PO Box 857, 1901-25 Park Avenue
Weehawken, NJ 07087
Phone: 201-867-0391

John Warner
Webb & Sons, Inc.
4 Corners Road, PO Box 613
Sherburne, NY 13460
Phone: 607-674-5111

Jon Hallgren Curtis Lumber Company, Inc. 885 Route 67 Ballston Spa, NY 12020 Phone: 518-885-5311

Rob Fitzpatrick Spruce Computer Systems, Inc. 17 British American Boulevard Latham, NY 12110 Phone: 518-783-6613

Tom Donovan
Marvin and Company, PC
11 British American Boulevard
Latham, NY 12110
Phone: 518-785-0134

Mary Jane Tifft - Secretary Spruce Computer Systems, Inc. 17 British American Boulevard Latham, NY 12110 Phone: 518-783-6613 O1 MAY 21 PM III I SUCAEJOOT OL STATI PALLANZAS ELTI SAR



$State\ of\ Delaware$ Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SPRUCE COMPUTER SYSTEMS, 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 EIGHTEENTH DAY OF APRIL, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



AUTHENTICATION: 1085437

010186006

2070986 8300

DATE: 04-18-01