



# F01000003129

ACCOUNT NO. : 072100000032

REFERENCE : 182457 4310149

AUTHORIZATION :

COST LIMIT : \$ 70.00

*Patricia Pizit*

FILED  
01 JUN 13 PM 11:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : June 12, 2001

ORDER TIME : 10:07 AM

ORDER NO. : 182457-010

600004417496--3

CUSTOMER NO: 4310149

CUSTOMER: Jim Menna, Esq  
Wiggin & Dana  
One Century Tower  
265 Church Street  
New Haven, CT 06510

BK

## FOREIGN FILINGS

NAME: METASERVER, INC.

XXXX QUALIFICATION (TYPE: CO)

*9*

RECORDED  
01 JUN 13 AM 10:39  
DIVISION OF CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder -- EXT# 1118

EXAMINER: \_\_\_\_\_

**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.

FILED  
JUL 13 PM 1:23  
TALLAHASSEE  
STATE OF FLORIDA

1. METASERVER, 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 3. 06-1468783  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. November 15, 1996 5. perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. January 2, 2001  
(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. 157 Church Street, 9th Floor, New Haven, CT 06510  
(Principal office address)

(same as above)  
(Current mailing address)

8. Sale of Business Process Integration software and related services  
(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.*

Louis 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.

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: \_\_\_\_\_

01 JUN 13 PM 1:23  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. OFFICERS

President: See attached officers/directors rider

Address: \_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

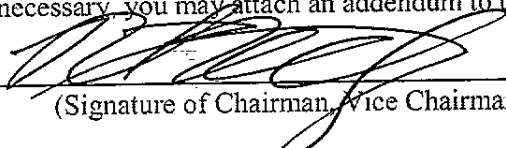
Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

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

13.   
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Richard Schultz, President  
(Typed or printed name and capacity of person signing application)

**METASERVER, INC.**

**OFFICERS / DIRECTORS RIDER\***

12.

A. The names and respective addresses of its directors are:

Beverly Thalberg	c/o Metaserver, Inc. 157 Church Street, 9 <sup>th</sup> Floor New Haven, CT 06510
Craig Eisenacher	c/o Metaserver, Inc. 157 Church Street, 9 <sup>th</sup> Floor New Haven, CT 06510
Richard Schultz	c/o Metaserver, Inc. 157 Church Street, 9 <sup>th</sup> Floor New Haven, CT 06510
Martin Schultz	c/o Metaserver, Inc. 157 Church Street, 9 <sup>th</sup> Floor New Haven, CT 06510
Victor Budnick	c/o Metaserver, Inc. 157 Church Street, 9 <sup>th</sup> Floor New Haven, CT 06510
Bart Stuck	c/o Metaserver, Inc. 157 Church Street, 9 <sup>th</sup> Floor New Haven, CT 06510
Greg Share	c/o Metaserver, Inc. 157 Church Street, 9 <sup>th</sup> Floor New Haven, CT 06510

B. The names and respective addresses of its officers are:

Richard Schultz (CEO, President and Secretary)	c/o Metaserver, Inc. 157 Church Street, 9 <sup>th</sup> Floor New Haven, CT 06510
Rick Eaton (CFO and Treasurer)	c/o Metaserver, Inc. 157 Church Street, 9 <sup>th</sup> Floor New Haven, CT 06510

\*As of the date of this filing

FILED  
JUN 11 3 11 PM  
SECRETARY OF STATE  
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 "METASERVER, 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 TWELFTH DAY OF JUNE, A.D. 2001.

FILED  
01 JUN 13 PM 1:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



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

2684522 8300

AUTHENTICATION: 1183412

010280401

DATE: 06-12-01