

FO10000003143

CORPORATION(S) NAME

Mobius Management Systems Inc.

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FILED
JUN 13 PM 4:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED
JUN 13 PM 12:29
TO AMEND, FILE, OR
SUFFICIENCY OF FILING
OFFICE OF THE SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Change of RA |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC | <input type="checkbox"/> CUS |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

6/13/01

Order#: 4568716

200004417962--8
Ref#: -06/13/01--01070--001
*****78.75 *****78.75

Amount: \$ _____

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

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**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. Mobius Management 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.)

2. Delaware

(State or country under the law of which it is incorporated)

3. 13-3078745

(FEI number, if applicable)

4. 8/26/96

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 120 Old Post Road

Rye, NY 10580

(Current mailing address)

8. License of internally developed computer software & sale of maintenance contracts
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida) to customers.

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324

(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.

C T Corporation System

CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

Connie Bryan
(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 addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)– SEE ATTACHED LIST

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Mitchell Gross

Address: 120 Old Post Road

Rye, NY 10580

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: David Gordon

Address: 120 Old Post Road

Rye, NY 10580

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. David Gordon, Assistant Treasurer

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

Application By Foreign Corporation For Authorization To Transact
Business in Florida

Attachment

Directors of
Mobius Management Systems, Inc.

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NAME	ADDRESS
1. Mitchell Gross	c/o Mobius Management Systems, Inc. 120 Old Post Road Rye, NY 10580
2. Joseph J. Albracht	c/o Mobius Management Systems, Inc. 120 Old Post Road Rye, NY 10580
3. Kenneth Kopelman	Kramer Levin Naftalis & Frankel LLP 919 Third Avenue, 37th Floor New York, NY 10022
4. Peter Barris	c/o New Enterprise Associates 11951 Freedom Drive 1 Freedom Square, Suite 1240 Reston, VA 20190
5. Ed Glassmeyer	c/o Oak Investments 1 Gorham Island Westport, CT 06880
6. Gary Greenfield	c/o Merant 9420 Key West Avenue Rockville, Maryland 20850
7. Robert Levitan	c/o Flooz.com 1071 Avenue of the Americas, 10th Floor New York, NY 10018

Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MOBIUS MANAGEMENT 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 TWELFTH DAY OF JUNE, 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.

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01 JUN 13 PM 4:04
SECRETARY OF STATE
ALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1184641

DATE: 06-12-01