

CT CORPORATION SYSTEM

F01000003661

CORPORATION(S) NAME

Pitney Bowes Office Systems, Inc.

6000004469536--3
-07/11/01--01062--001
*****78.75 *****78.75

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 01 JUL 11 PM 2:38
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
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 01 JUL 11 PM 12:21
 DIVISION OF CORPORATION

(C)

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <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 _____

7/11/01

BK

Order#: 4560619

Ref#: _____

Amount: \$ _____

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

**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. Pitney Bowes Office 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. 06-1611068

(FEI number, if applicable)

4. 02/28/2001

(Date of incorporation)

5. Perpetual

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

6. 08/01/2001

(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. 100 Oakview Drive, Trumbull, CT 06611

(Principal office address)

same

(Current mailing address)

8. We are a large direct sales, service and marketing organization offering document imaging solutions including copiers, facsimile machines and multi-functional products.

(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: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324

(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.

C T Corporation System

By: Robin LaPeters

(Registered agent's signature)

Robin LaPeters
Vice President

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

SEE ATTACHMENT

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Michael Monahan

Address: 100 Oakview Drive

Trumbull, CT 06611

Director: Amy Corn

Address: 100 Oakview Drive

Trumbull, CT 06611

B. OFFICERS

President: Dennis M. Roney, President of Worldwide Sales

Address: 100 Oakview Drive

Trumbull, CT 06611

Vice President: Nathaniel M. Gifford

Address: 100 Oakview Drive

Trumbull, CT 06611

Secretary: Mark S. Flynn

Address: 100 Oakview Drive Trumbull, CT 06611

Treasurer: _____

Address: _____

SEE ATTACHMENT

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

13. Dennis M. Roney

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

14. Dennis M. Roney, President of Worldwide Sales

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

Attachment to Florida
Application By Foreign Corporation for Authorization to Transact Business In Florida

Officers & Directors

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TALLAHASSEE, FLORIDA

1. Full Name: Marc C. Breslawsky
Officer/Director: Officer
Officer's Title: CEO
Business Address: 100 Oakview Drive
City: Trumbull
State: CT
ZIP Code: 06611
2. Full Name: Dennis M. Roney
Officer/Director: Officer
Officer's Title: President of Worldwide Sales
Business Address: 100 Oakview Drive
City: Trumbull
State: CT
ZIP Code: 06611
3. Full Name: Nathaniel M. Gifford
Officer/Director: Officer
Officer's Title: V.P. Product Development
Business Address: 100 Oakview Drive
City: Trumbull
State: CT
ZIP Code: 06611
4. Full Name: Joseph D. Skrzypczak
Officer/Director: Officer
Officer's Title: CFO
Business Address: 100 Oakview Drive
City: Trumbull
State: CT
ZIP Code: 06611
5. Full Name: Mark S. Flynn
Officer/Director: Officer
Officer's Title: VP, General Counsel & Secretar
Business Address: 100 Oakview Drive
City: Trumbull
State: CT
ZIP Code: 06611

6. Full Name: John C. Chillock
Officer/Director: Officer
Officer's Title: Vice President
Business Address: 100 Oakview Drive
City: Trumbull
State: CT
ZIP Code: 06611
7. Full Name: Michael Monahan
Officer/Director: Director
Director's Title: Other Director
Business Address: 100 Oakview Drive
City: Trumbull
State: CT
ZIP Code: 06611
8. Full Name: Amy Corn
Officer/Director: Director
Director's Title: Other Director
Business Address: 100 Oakview Drive
City: Trumbull
State: CT
ZIP Code: 06611

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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 "PITNEY BOWES OFFICE 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 NINTH DAY OF JULY A.D. 2001.

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

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JUL 11 PM 2:38
016
SECRETARY OF STATE
DELAWARE



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1231923

DATE: 07-09-01

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