

UCC FILING & SEARCH SERVICES, INC.
26 East Main Avenue
Tallahassee, Florida 32301
(850) 686-6281

HOLD
FOR PICKUP BY
UCC SERVICES
OFFICE USE ONLY

F01000004722

September 5, 2001

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Wellspring Solutions, Inc.

Filing Evidence

☒ Plain/Confirmation Copy

☐ Certified Copy

Retrieval Request

☐ Photocopy

☐ Certified Copy

Type of Document

☐ Certificate of Status

☐ Certificate of Good Standing

☐ Articles Only

☐ All Charter Documents to Include
Articles & Amendments

☐ Fictitious Name Certificate

☐ Other

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-09/06/01--01042--009
*****70.00 *****70.00

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
SEP 13 2001
TO AGENCY OF FILING
SUFFICIENCY OF FILING

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
SEP - 6 AM 10:00
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

1. WELLSPRING SOLUTIONS, 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. 33-0696716
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. March 17, 2000 5. Perpetual
(Date of incorporation) (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. 4 Hutton Centre, Suite 300, Santa Ana, CA 92707
(Principal office address)
4 Hutton Centre, Suite 300, Santa Ana, CA 92707
(Current mailing address)
8. Sale of 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: NRAI Services, Inc.
Office Address: 526 E. Park Avenue
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.

NRAI SERVICES, INC.

Ed Hand Asst. Secretary
(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: _____

FILED
SEP - 8 11 00 AM
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

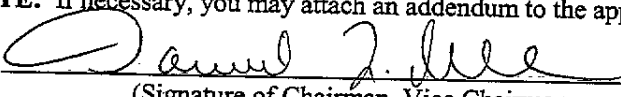
Secretary: _____

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. DANIEL T. NICHOLS, VICE PRESIDENT
(Typed or printed name and capacity of person signing application)

**RIDER TO APPLICATION
BY FOREIGN CORPORATION FOR
AUTHORIZATION TO TRANSACT BUSINESS
IN FLORIDA**

**OFFICERS AND DIRECTORS
OF
WELLSPRING SOLUTIONS, INC.**

FILED
01 SEP -6 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. DIRECTORS

<u>Name</u>	<u>Address</u>
Charles D. Martin	610 Newport Center Drive, Suite 1350 Newport Beach, CA 92660
Mark Hastings	BCI Partners 283 Dartmouth Street Boston, MA 02116
Richard L. Essex	BCI Partners Glenpointe Centre West Teaneck, NJ 07666-6883

B. OFFICERS

<u>Name</u>	<u>Address</u>
Charles R. Harris, President and Chief Executive Officer	9 Coronado Pointe Laguna Niguel, CA 92677
Daniel T. Nichols, Vice President of Operations and Secretary	10 Circle Hill Court Laguna Niguel, CA 92677
Ramiro A. Ramirez, Vice President of Sales	23110 Fox Creek Farmington Hills, MI 48335
Victor L. Rice, Vice President of Professional Services	2902 W. Elm Circle Katy, TX 77493

State of Delaware
Office of the Secretary of State

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FILED
01 SEP - 9
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WELLSPRING SOLUTIONS, INC." WAS 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-NINTH DAY OF AUGUST, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "WELLSPRING SOLUTIONS, INC." WAS INCORPORATED ON THE SEVENTEENTH DAY OF MARCH, A.D. 2000.

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.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3195782 8300

AUTHENTICATION: 1321121

010429280

DATE: 08-29-01