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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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REFERENCE : 485420 / 4814233

AUTHORIZATION : *Patricia Fyfe*

COST LIMIT : \$ 70.00

ORDER DATE : September 17, 2001

ORDER TIME : 11:23 AM

ORDER NO. : 485420-015

CUSTOMER NO: 4814233

CUSTOMER: Ms. Linda D. Hart
Morris Manning & Martin
1600 Atlanta Financial Center
3343 Peachtree St, Northeast
Atlanta, GA 30326

RECEIVED
01 SEP 24 PM 12: 13
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: REDCELSIUS, INC.

300004608483--3

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

BK

CONTACT PERSON: Norma Hull -- EXT# 1115

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.

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- 1. RedCelsius, 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. 86-095423
(State or country under the law of which it is incorporated) (FEI number, if applicable)
- 4. March 18, 1999 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
- 6. October 1, 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. 1000 Winward Concourse, Suite 550, Alpharetta, GA 30005
(Principal office address)
Same as the above
(Current mailing address)
Provider of comprehensive software for managing, personalizing and accelerating offline and online customer interactions.
- 8. _____
(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.

Corporation Service Company.
Robbie Hall
(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: James J. Watson

Address: 1000 Windward Concourse, Suite 550, Alpharetta, GA 30005

~~Vice Chairman~~ Director: Brian Antonen

Address: 1000 Windward Concourse, Suite 550, Alpharetta, GA 30005

Director: David L. Scanlon

Address: 1000 Windward Concourse, Suite 550, Alpharetta, GA 30005

Director: Reid M. Miles

Address: 1000 Windward Concourse, Suite 550, Alpharetta, GA 30005

B. OFFICERS

President: /COO: Kenneth D. Barwick

Address: 1000 Windward Concourse, Suite 550, Alpharetta, GA 30005

~~Vice President~~ CEO: James J. Watson

Address: 1000 Windward Concourse, Suite 550, Alpharetta, GA 30005

Secretary: /CFO: William A. Fielder, III

Address: 1000 Windward Concourse, Suite 550, Alpharetta, GA 30005

Treasurer: William A. Fielder, III

Address: 1000 Windward Concourse, Suite 550, Alpharetta, GA 30005

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

13. William A. Fielder, III

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

14. William A. Fielder, III

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

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TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "REDCELSIUS, 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 SEPTEMBER, A.D. 2001.

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

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1345720

DATE: 09-18-01