



F01000006613

ACCOUNT NO. : 072100000032

REFERENCE : 381032 7233693

AUTHORIZATION : *Patricia P.*

COST LIMIT : \$ 1220

FILED
01 DEC 20 PM 3:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : December 14, 2001

ORDER TIME : 4:19 PM

ORDER NO. : 381032-005

CUSTOMER NO: 7233693

CUSTOMER: Ms. Betsy Whyte
Problem Knowledge Coupler
One Mill Street, Box A8

Burlington, VT 05401

RECEIVED
01 DEC 20 AM 8:58
DEPARTMENT OF STATE
BUREAU OF CORPORATIONS
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

12/20

NAME: PROBLEM-KNOWLEDGE COUPLER CORPORATION

8

EX

700004733667--5

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson -- EXT# 1155

EXAMINER: _____

Please call ext. 1133 and let us know the fees before filing.



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

FILED
01 DEC 20 PM 3:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 29, 2001

PROBLEM-KNOWLEDGE COUPLER CORP
1 MILL ST STE A8
BURLINGTON, VT 05401-1531

FEI #: 36-3187578

To Whom It May Concern:

Based on a comparison of our corporate database with data provided by the Florida Department of Revenue, it appears that this corporation may be transacting business in Florida without authority from the Florida Department of State, Division of Corporations, to do so.

According to data obtained from the Florida Dept. of Revenue in accordance with section 213.053(14), Florida Statutes, this entity is currently registered as obligated to file a corporation income tax return with the State of Florida. Because the corporation conducts sufficient business activities within the state of Florida to warrant its compliance with Florida's revenue laws, it is incumbent upon the corporation to review and determine whether and how sections 607.1501-607.1532, Florida Statutes, (a copy of which are enclosed) apply to its present situation.

If, after reviewing the enclosed, you determine the corporation is presently transacting business in Florida within the meaning of s. 607.1501, F.S., complete and submit the enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida" along with the appropriate fees and documentation. If the corporation is not presently transacting business in Florida, complete and submit the enclosed "Statement Concerning Authority to Transact Business in Florida by a Foreign Corporation".

To avoid the necessity of any further action on the part of this office, you must return one of the appropriate forms mentioned above within the next thirty (30) days. Should you have any questions regarding this matter, you may call the Registration/Tax Lien Section at (850) 245-6051, or write P.O. Box 6327, Tallahassee, Florida 32314.

PLEASE NOTE THE DIVISION OF CORPORATIONS RECOMMENDS THAT CORPORATE DOCUMENTS BE REVIEWED BY YOUR LEGAL COUNSEL. THE DIVISION OF CORPORATIONS IS MERELY A FILING AGENCY AND AS SUCH DOES NOT RENDER ANY LEGAL, ACCOUNTING, OR TAX ADVICE. THE PROFESSIONAL ADVICE OF YOUR LEGAL COUNSEL TO ASCERTAIN EXACT COMPLIANCE WITH ALL STATUTORY REQUIREMENTS IS STRONGLY RECOMMENDED.

Division of Corporations



Problem Knowledge Couplers
KNOWLEDGE-IN-TOOLS

FILED
01 DEC 20 PM 3:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 28, 2001

Secretary of State
State of Florida
Tallahassee, Florida 32314

To Whom It May Concern:

AFFIDAVIT

This is to certify that to the best of our knowledge, Problem-Knowledge Coupler Corporation (PKC Corp.) began doing business with the State of Florida in May of 2000.

Signed *Kurt A. Liebegott*
Kurt A. Liebegott, Secretary

Witnessed *Lawrence L. Weed*
Lawrence L. Weed, M.D., President

TRANSMITTAL LETTER

01 DEC 20 PM 3:57
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO: Registration Section
Division of Corporations

SUBJECT: Problem-Knowledge Copter Corporation
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Kurt A. Liebegott
(Name of Person)
PKC Corporation
(Firm/Company)
1 Mill Street, Box A8
(Address)
Burlington, VT 05401
(City/State and Zip code)

For further information concerning this matter, please call:

Kurt A. Liebegott at (802) 658-5351
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

SECRET
ALL INFORMATION CONTAINED
HEREIN IS UNCLASSIFIED
DATE 06-20-01 BY SP-1
DEC 20 1991
STATE OF 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. Problem-Knowledge Copter Corporation
(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. 36-3187578
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 06/04/82 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 5/1/00
(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. 1 Mill Street, Box AB, Burlington, VT 05401
(Principal office address)

1 Mill Street, Box AB, Burlington, VT 05401
(Current mailing address)

8. License and support software sales
(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 32301-2607
(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.

Laura R. Dunlap
(Registered agent's signature) Laura R. Dunlap as its agent

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: Nordahl Brue

Address: 1 Mill Street, Box A8

Burlington, VT 05401

Director
Vice Chairman: Richard Yules, MD

Address: 1 Mill Street, Box A8

Burlington, VT 05401

Director: David Coates

Address: 1 Mill Street, Box A8

Burlington, VT 05401

Director: Howard Pierce

Address: 1 Mill Street, Box A8

Burlington, VT 05401

01 DEC 20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED
PM 3:57

B. OFFICERS

President: Lawrence L. Weed, M.D.

Address: 1 Mill Street, Box A8

Burlington, VT 05401

Vice President: James D. Reay

Address: 1 Mill Street, Box A8

Burlington, VT 05401

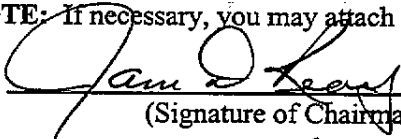
Secretary: Kurt A. Liebegott

Address: 1 Mill Street, Box A8, Burlington, VT 05401

Treasurer: Kurt A. Liebegott

Address: 1 Mill Street, Box A8, Burlington, VT 05401

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. James D. Reay VP, Operations

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

Addendum to Application by Foreign Corporation for Authorization to Transact Business
in Florida

Question 12A. DIRECTORS (continued)

Director: Lawrence L. Weed, MD
Address: 1 Mill Street, Box A8
Burlington, VT 05401

FILED
01 DEC 20 PM 3:57
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 "PROBLEM-KNOWLEDGE COUPLER CORPORATION" 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 FOURTEENTH DAY OF DECEMBER, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PROBLEM-KNOWLEDGE COUPLER CORPORATION" WAS INCORPORATED ON THE FOURTH DAY OF JUNE, A.D. 1982.

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

FILED
01 DEC 20 PM 3:57
SECRETARY OF STATE
DELAWARE



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

0938703 8300

AUTHENTICATION: 1505669

010644569

DATE: 12-14-01