

F02 000000 102

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Distributed Software Development, Inc.
(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:

Sergey Zaks
(Name of Person)

Distributed Software Development, Inc.
(Firm/Company)

4343 Commerce Court Suite 500
(Address)

Lisle, IL 60532
(City/State and Zip code)

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*****78.75 *****78.75

W61-28167

For further information concerning this matter, please call:

Sergey Zaks at (630) 577-0880 ext. 304
(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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 JAN -8 AM 12:50
FILED

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
- mnt
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 11, 2001

SERGEY ZAKS
4343 COMMERCE COURT, STE 500
LISLE, IL 60532

SUBJECT: DISTRIBUTED SOFTWARE DEVELOPMENT, INC.
Ref. Number: W01000028167

We have received your document for DISTRIBUTED SOFTWARE DEVELOPMENT, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

The registered agent must sign accepting the designation.

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6097.

Michael Mays
Document Specialist

Letter Number: 301A00065074

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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. Distributed Software Development, 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. Illinois (State or country under the law of which it is incorporated) 3. 36-3979780 (FEI number, if applicable)

4. July 8, 1994 (Date of incorporation) 5. Perpetual (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. 4343 Commerce Court Suite 500 (Principal office address)

Lisle, IL 60532 (Current mailing address)

8. Public Safety Software and Hardware Development and Sale (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: Linda O. Meng

Office Address: 8815 Manor Loop #201

Bradenton, Florida 34202 (City) (Zip code)

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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.

Linda O. Meng (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: Sergey Zaks (CEO)

Address: 4343 Commerce Court Suite 500
Lisle, IL 60532

Vice Chairman: _____

Address: _____

Director: Sanford Morganstein

Address: 4343 Commerce Court Suite 500
Lisle, IL 60532

Director: Marvin Zonis

Address: 4942 S. Ellis Ave.
Chicago, IL 60615

B. OFFICERS

President: Sanford Morganstein

Address: 4343 Commerce Court Suite 500
Lisle, IL 60532

Vice President: _____

Address: _____

Secretary: Marvin Zonis

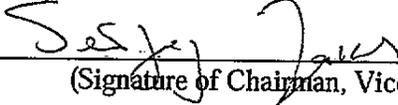
Address: 4942 S. Ellis Ave. Chicago, IL 60615

Treasurer: _____

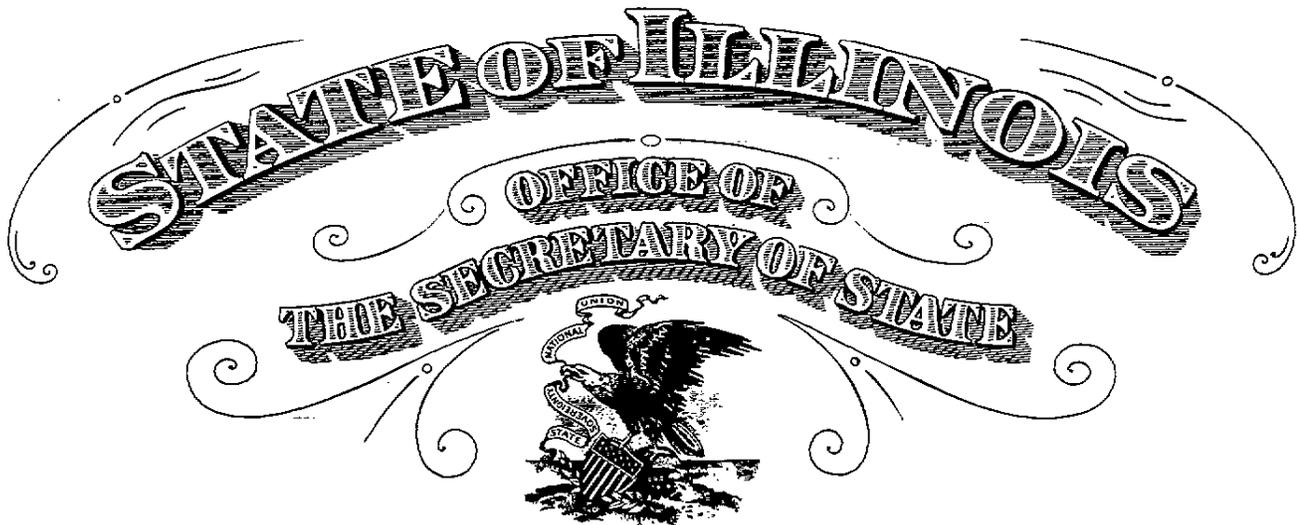
Address: _____

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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. Sergey Zaks CEO
(Typed or printed name and capacity of person signing application)



To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that

DISTRIBUTED SOFTWARE DEVELOPMENT, INC., A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE JULY 8, 1994, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE FILING OF ANNUAL REPORTS AND PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS*****

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02 JAN -8 AM 11:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In Testimony Whereof, I, hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this 20TH day of DECEMBER A.D. 2001



Jesse White

SECRETARY OF STATE