

FD 2000000491

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: LAWSON SOFTWARE USA, INC.
(Name of corporation - must include suffix)

1/23

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:

LAWANDA SMITH (Name of Person) 200004791402--1
-01/23/02--01045--003
*****70.00 *****70.00

THE FRICK COMPANY (Firm/Company)

P.O. BOX 66930 (Address)

ST. LOUIS, MISSOURI 63166-6930 (City/State and Zip code)

For further information concerning this matter, please call:

LAWANDA SMITH at (314) 997-2100 EXT. 2761
(Name of Person) (Area Code & Daytime Telephone Number)

FILED
02 JAN 23 PM 4:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ACCEPTANCE OF APPOINTMENT

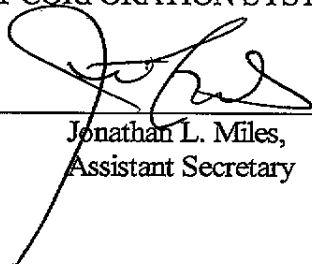
RE: **LAWSON SOFTWARE USA, INC.**

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned acknowledges and accepts its appointment as registered agent of the above corporation and agrees to act in the capacity and to comply with the provisions of the Florida Business Corporation Act (1990) relative to keeping open the registered office at the address specified above. The undersigned is familiar with, and accepts the obligations of, Section 607.0505, Florida Statutes.

Dated: December 5, 2001

C T CORPORATION SYSTEM

By _____


Jonathan L. Miles,
Assistant Secretary

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Director: BRUCE MCPHEETERS

Address: 380 ST. PETER STREET

ST. PAUL, MINNESOTA 55102

Director: JAY COUGHLAN

Address: 380 ST. PETER STREET

ST. PAUL, MINNESOTA 55102

Director: ROBERT BARBIERI

Address: 380 ST. PETER STREET

ST. PAUL, MINNESOTA 55102

B. OFFICERS

President: JAY COUGHLAN

Address: 380 ST. PETER STREET

ST. PAUL, MINNESOTA 55102

Vice President: ROBERT BARBIERI

Address: 380 ST. PETER STREET

ST. PAUL, MINNESOTA 55102

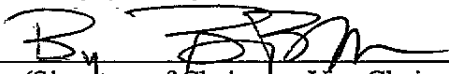
Secretary: BRUCE MCPHEETERS

Address: 380 ST. PETER STREET, ST. PAUL, MINNESOTA 55102

Treasurer: ROBERT BARBIERI

Address: 380 ST. PETER STREET, ST. PAUL, MINNESOTA 55102

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. BRUCE MCPHEETERS, VP/SEC.
(Typed or printed name and capacity of person signing application)

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 "LAWSON SOFTWARE USA, 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 THIRTEENTH DAY OF DECEMBER, A.D. 2001.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3431613 8300

AUTHENTICATION: 1500722

010628093

DATE: 12-13-01