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ACCOUNT NO. : 072100000032

REFERENCE : 417599 5030655

AUTHORIZATION : Patricia Pignato

COST LIMIT : \$ 87.50

ORDER DATE : February 27, 2002

ORDER TIME : 10:07 AM

ORDER NO. : 417599-005

CUSTOMER NO: 5030655

900005023909--5

CUSTOMER: Peggy Doeden, Paralegal  
Bartlit Beck Herman Palenchar  
1899 Wynkoop Street  
Suite 800  
Denver, CO 80202

FOREIGN FILINGS

NAME: OPENPEAK INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX CERTIFIED COPY
- XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward -- EXT# 1135

EXAMINER:

RECEIVED  
02 FEB 27 AM 11: 28  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 FEB 27 PM 12: 51

2/27  
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**TRANSMITTAL LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** OPENPEAK 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:

Peggy Doeden

(Name of Person)

Bartlit Beck

(Firm/Company)

1899 Wynkoop Street, Suite 800

(Address)

Denver, CO 80202

(City/State and Zip code)

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For further information concerning this matter, please call:

Peggy Doeden

(Name of Person)

at ( 303 ) 592-3127

(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**

*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. OPENPEAK 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. N/A  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. January 14, 2002 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. 433 Plaza Real, Suite 365, Boca Raton, Florida 33496  
(Principal office address)
- same as above  
(Current mailing address)

8. Develop, sell, and license computer software.  
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

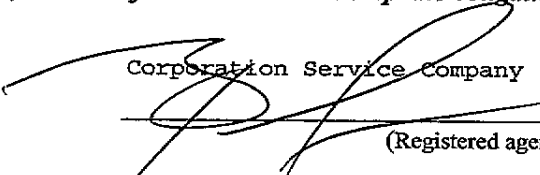
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

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  
  
**Brian Courtney**  
**Asst. V. Pres.**  
(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.

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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: \_\_\_\_\_  
\_\_\_\_\_

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**B. OFFICERS**

President: See attached officers/directors rider

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Secretary: \_\_\_\_\_

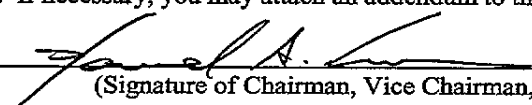
Address: \_\_\_\_\_  
\_\_\_\_\_

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. Howard A. Kwon, Vice President and General Counsel

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

**Addendum to Application of OpenPeak Inc.**

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

**A. Directors**

Sole Director:                      Howard A. Kwon  
433 Plaza Real, Suite 365  
Boca Raton, FL 33496

**B. Officers**

Chief Executive Officer:        Daniel Gittleman  
433 Plaza Real, Suite 365  
Boca Raton, FL 33496

President:                            Andrew Lona  
433 Plaza Real, Suite 365  
Boca Raton, FL 33496

Vice President-Finance  
& Strategy                          Samuel Schwerin  
433 Plaza Real, Suite 365  
Boca Raton, FL 33496

Vice President, General  
Counsel and Secretary:        Howard Kwon  
433 Plaza Real, Suite 365  
Boca Raton, FL 33496

Treasurer:                          Patricia Pikus  
433 Plaza Real, Suite 365  
Boca Raton, FL 33496

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# Delaware

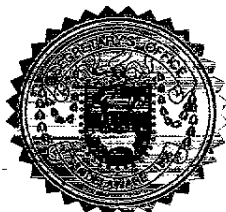
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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "OPENPEAK 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 FIFTEENTH DAY OF JANUARY, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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DIVISION OF CORPORATIONS  
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*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1559517

DATE: 01-15-02

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