

CT CORPORATION SYSTEM

F02000001177

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2 MAR -6 PM 3:41

FILED

CORPORATION(S) NAME

(1) CGI International Holdings, Inc.

(2) CGI International Holdings, Inc.

Fictitious Name: Concilium Group, Inc.

600005050776--7

03/06/02 01046--035
*****70.00 *****70.00

File First

☒ Profit

☐ Nonprofit

☒ Foreign

☐ Limited Partnership

☐ LLC

☐ Certified Copy

☐ Amendment

☐ Dissolution/Withdrawal

☐ Reinstatement

☐ Annual Report

☐ Name Registration

☐ Fictitious Name

☐ Photocopies

☐ Merger

☐ Mark

☐ Other

☐ Change of RA

☐ UCC

☐ CUS

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Call If Problem

☐ Will Wait

☐ After 4:30

☒ Pick Up

BK

Name

3/6/02

Order#: 5166903

Availability _____

Document

Examiner _____

Updater _____

Verifier _____

W.P. Verifier _____

File First

Ref#: _____

Amount: \$ _____

BK

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

**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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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. CGI International Holdings, 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. 30-0028186
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 1-24-02 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. 265 SW 159th Lane, Sunrise, FL 33326
(Principal office address)
2755 E. Cottonwood Parkway #600, Salt Lake City, UT, 84121
(Current mailing address)
8. Asset and investment management
(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: CT Corporation System
Office Address: 1200 S. Pine Island Road
Plantation, Florida 33324
(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.

Christen Weeks

(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: Robert Hipple
Address: 2755 E. Cottonwood Parkway #600
Salt Lake City, UT 84121

Vice Chairman: _____

Address: _____

Director: Rod Read
Address: 2755 E. Cottonwood Parkway #600
Salt Lake City, UT 84121

Director: Drew Roberts
Address: 2755 E. Cottonwood Parkway #600
Salt Lake City, UT 84121

B. OFFICERS

President: Robert Hipple, C.E.O.
Address: Same

Vice President: Rod Read, C.O.O.
Address: Same

Secretary: Rod Read, C.O.O.
Address: Same

Treasurer: Drew Roberts, C.F.O.
Address: Same

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

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

14. Robert Hipple, Chairman
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

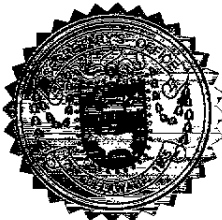
Delaware

The First State

PAGE 1

FILED
02 MAR -6 PM 4:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CGI INTERNATIONAL HOLDINGS, 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 FOURTH DAY OF MARCH, A.D. 2002.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1644134

DATE: 03-04-02

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