

July 19, 2002

A leap ahead in security.



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 23, 2002

CRAIG R. ORR
CA TECHNOLOGY, INC.
533 FELLOWSHIP ROAD, SUITE 250
MT. LAUREL, NJ 08054

SUBJECT: CA TECHNOLOGY, INC.
Ref. Number: W02000021231

FILED
02 AUG -5 PM 2:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for CA TECHNOLOGY, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

Please note that we have also RETAINED your \$70.00 payment.

The application states that CA TECHNOLOGY, INC. began transacting business in Florida in August 2001. If that is so, then penalty fees are owed.

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report/uniform business report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$1,150.00.

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

If you have any questions concerning the filing of your document, please call (850) 245-6914.

Buck Kohr
Corporate Specialist

Letter Number: 202A00044794

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned BARRY KATZ, do hereby certify
(Name)

that this Resolution of the Board of Directors of _____

CA TECHNOLOGY, INC

(Corporate Name)

a corporation duly organized and existing under the laws of the State of DELAWARE,

was duly adopted on JULY 31, 2002.

Be it resolved, that CA TECHNOLOGY, INC,
(Corporate Name)

organized and existing in the State of DELAWARE, hereby adopts the name

CA TECHNOLOGY (NJ), INC for use in Florida.

Dated: 7/31/02

[Signature]
Signature of either Chairman, Vice Chairman or any officer

BARRY KATZ, CHAIRMAN
Type or print name

Make checks payable to Florida Department of State and mail to:
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

July 31, 2002.

State of Florida
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Attn: Buck Kohr
Corporate Specialist

Re: Letter # 202A00044794

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Mr. Kohr

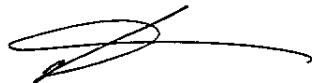
Per our conversation of July 30, 2002, I indicated that the information on line 6 was incorrect. CA Technology actually began doing business under this name in August 2001, but not in Florida. We currently have a bid in with FDOT, thus requiring we make application by a foreign corporation with the State. I apologize for the error.

In addition, please find attached resolution of board of directors adopting the corporate name of CA Technology (NJ), Inc, for use in the state of Florida.

I hope this resolves any outstanding issues with our application and the process can proceed.

Please contact me directly if you require any additional information.

Very truly yours,



Craig R. Orr x119
Controller
encl



A leap ahead in security.

533 Fellowship Rd., Suite 250, Mt. Laurel, NJ 08054
856.222.1400 Toll Free: 866.710.3792 Fax: 856.222.0722
www.catechnology.com

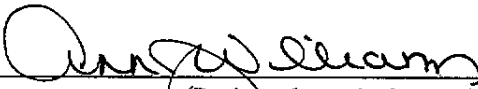
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

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. CA Technology, 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. 22-2140729
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 1999 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. AUGUST, 2001
(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. 533 FELLOWSHIP RD, SUITE 250, MT LAUREL, NJ 08054
(Principal office address)
- SAA
(Current mailing address)
8. SOFTWARE INSTALLATION & MAINTENANCE
(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: C T Corporation System
- Office Address: 1200 South 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.


(Registered agent's signature)

ANN J. WILLIAMS
Assistant Vice President

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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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: BARRY KATZ
Address: CA TECHNOLOGY, INC.
533 FELLOWSHIP RD, STE 250, MT LAUREL, NJ 08054
Director ~~Vice Chairman~~: PETER LEWIS
Address: CA TECHNOLOGY, INC.
533 FELLOWSHIP RD, STE 250, MT LAUREL, NJ 08054
Director: STEPHEN SHAFER
Address: PENNY LANE PARTNERS
ONE PALMER SQ, STE 309, PRINCETON, NJ 08542
Director: TONY BIANCANELLO
Address: BERWICK CAPITAL
60 MADISON AVE, 6TH FLOOR, NEW YORK, NY 10010

B. OFFICERS

President: BARRY KATZ
Address: CA TECHNOLOGY, INC.
533 FELLOWSHIP RD, STE 250, MT LAUREL, NJ 08054
Vice President: _____
Address: _____
Secretary: MARVIN KATZ
Address: 533 FELLOWSHIP RD, STE 250, MT LAUREL, NJ 08054
Treasurer: MARVIN KATZ
Address: 533 FELLOWSHIP RD, STE 250, MT LAUREL, NJ 08054

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

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

14. BARRY KATZ, PRESIDENT
(Typed or printed name and capacity of person signing application)

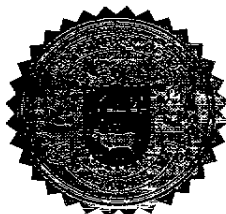
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CA TECHNOLOGY, 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 TWENTY-FOURTH DAY OF JUNE, A.D. 2002.

FILED
02 AUG -5 PM 2:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



3031717 8300

020364279

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1849244

DATE: 06-24-02