

F02000004026

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: PCNET, INC. under the alternate name of PCNET, INC. SW
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida" and copy of the "Certificate of Existence" are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Jean Marie Mundell
(Name of Person)

Cummings & Lockwood LLC
(Firm/Company)

3001 Tamiami Trail N., 4th Floor
(Address)

Naples, FL 34103
(City/State/Zip)

200005597042--8
-05/22/02--01026--008
*****70.00 *****70.00

Should you need to call someone concerning this matter, please call.

Jean M. Mundell
(Name of Person)

at (239) 649-3186
(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Please use the check already submitted to the Department of State for the following amount to cover filing fees:

☒ \$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

789, 310, 644, 624, 671

1002-15653
8/7/02
JMS



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 30, 2002

HARVEY FEUER
100 TECHNOLOGY DR
TURMBULL, CT 06611

SUBJECT: PCNET, INC
Ref. Number: W02000015653

We have received your document for PCNET, INC and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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.

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report/uniform business report fees due this office.)

The document must have original signatures.

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.

Marsha Thomas
Document Specialist

Letter Number: 602A00034972

**CONSENT OF THE
BOARD OF DIRECTORS
OF
PCNET, INC.**

The undersigned, being all of the members of the Board of Directors of PCNet, Inc., a Delaware corporation (the "Corporation"), and pursuant to the provisions of Section 141(f) of the Delaware General Corporation Law, do hereby affirmatively vote for, consent to, adopt, approve, and ratify the following acts and resolutions:

WHEREAS, it is in the best interest of the Corporation to register to do business in the State of Florida; now therefore, be it

RESOLVED, that the form of Application by Foreign Corporation for Authorization to Transact Business in Florida attached hereto as Exhibit "A" is in all respects accepted and approved; and be it further

RESOLVED, that the Application by Foreign Corporation for Authorization to Transact Business in Florida be submitted to the Florida Department of State for filing; and be it further

RESOLVED, that because the Corporation's name is not presently available for use in Florida, the Corporation approves the adoption of the name "PCNET, INC. SW" as an alternate name for use in the State of Florida; and be it further

RESOLVED, that any officer of the Corporation is hereby authorized to file, on behalf of and in the name of the Corporation, the Application by Foreign Corporation for Authorization to Transact Business in Florida and deliver to the Department of State of Florida a copy of these resolutions as certified by the Secretary; and be it further

RESOLVED, that any officer is hereby authorized to do all acts and things, pay any expenses related to, and execute all agreements, documents and instruments necessary or advisable to carry out such filing of the Application by Foreign Corporation for Authorization to Transact Business in Florida; and be it further

RESOLVED, that all lawful acts on behalf of the Corporation taken by the officers and their agents to effectuate the above resolutions are hereby approved, ratified and confirmed.

IN WITNESS WHEREOF, the undersigned have executed this consent on the

16 day of July 2002.


Irene Soto, Director


Camilo Soto, Director

.NplLib1:491949.1 July 15, 2002

(A)

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

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA.

1. PCNet, Inc. under the name PCNET, INC. SW
(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. 06-1376891
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. December 1, 1993 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification.
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 100 Technology Drive
Trumbull, CT 06611
(Current mailing address)

8. to provide information services and any other lawful act or activity permitted corporations under the laws of Florida
(Purposes(s) of corporation authorized in home state or country to be carried out in state of Florida)

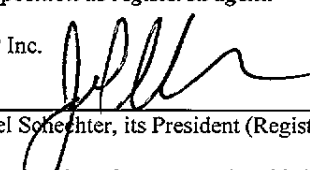
9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: CLASP Inc.
Office Address: 3001 Tamiami Trail North, 4th Floor
Naples, Florida, 34103
(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.

CLASP Inc.

By: 
Joel Schechter, its President (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 addresses of officers and/or directors: (Street addresses **ONLY** - P.O. Box **NOT** acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Director: Camilo Soto

Address: 100 Technology Drive
Trumbull, CT 06611

Director: Irene Soto

Address: 100 Technology Drive
Trumbull, CT 06611

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Camilo Soto

Address: 100 Technology Drive
Trumbull, CT 06611

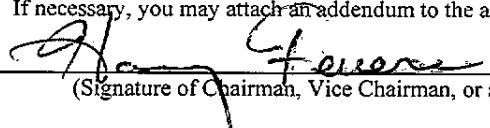
Vice President: Irene Soto

Address: 100 Technology Drive
Trumbull, CT 06611

Executive Vice President & Secretary: Harvey Feuer

Address: 100 Technology Drive
Trumbull, CT 06611

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)

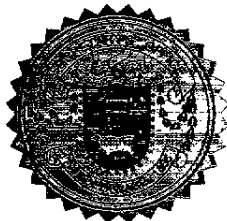
14. Harvey Feuer, Executive Vice President and Secretary
(Typed or printed name and capacity of person signing application)

Delaware

The First State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PCNET, 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 EIGHTH DAY OF MAY, A.D. 2002.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2348500 8300

AUTHENTICATION: 1765232

020273904

DATE: 05-08-02