

ESC **E020000005265**

ACCOUNT NO. : 072100000032

REFERENCE : 781520 4812609

AUTHORIZATION

COST LIMIT

\$ 70.00

Patricia Pigot

ORDER DATE : October 14, 2002

ORDER TIME : 10:03 AM

ORDER NO. : 781520-015

CUSTOMER NO: 4812609

3000008473403--4

CUSTOMER: Adam Grandy, Legal Asst
Holland & Knight LLP
10 St. James Avenue
11th Floor
Boston, MA 02116

FOREIGN FILINGS

NAME: KEWILL ELECTRONIC COMMERCE,
INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Norma Parramore -- EXT# 1147

EXAMINER: _____

FILED
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DIVISION OF CORPORATIONS
02 OCT 21 PM 1:28
RECEIVED
02 OCT 21 AM 10:26
DIVISION OF CORPORATION

W20/21

7p

**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. KEWILL ELECTRONIC COMMERCE, 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. Massachusetts 3. 04-3109841
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. February 1, 1991 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. 100 Nickerson Road, Marlborough, MA 01752
(Principal office address)
100 Nickerson Road, Marlborough, MA 01752
(Current mailing address)
8. Sale of electronic components
(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)

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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

Timothy J. O'Brien Asst. V.P.
(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.

KEWILL ELECTRONIC COMMERCE, INC.
OFFICERS/DIRECTORS RIDER

OFFICERS

	Name	Address
President:	William Owen	100 Nickerson Road Marlborough, MA 01752
Treasurer:	Kevin R. Coffey	100 Nickerson Road Marlborough, MA 01752
Clerk:	Kevin R. Coffey	100 Nickerson Road Marlborough, MA 01752

DIRECTORS

	Name	Address
	Paul Nichols	100 Nickerson Road Marlborough, MA 01752
	Barbara Moorhouse	100 Nickerson Road Marlborough, MA 01752
	Kevin R. Coffey	100 Nickerson Road Marlborough, MA 01752

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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: _____

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. Will S Owen 10/2/2002
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. William Owen, President
(Typed or printed name and capacity of person signing application)

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The Commonwealth of Massachusetts

Secretary of the Commonwealth

State House, Boston, Massachusetts 02133

William Francis Galvin
Secretary of the
Commonwealth

October 11, 2002

TO WHOM IT MAY CONCERN:

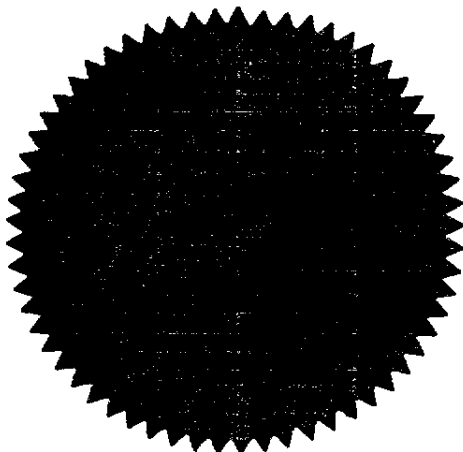
I hereby certify that according to the records of this office,

KEWILL ELECTRONIC COMMERCE, INC.

is a domestic corporation organized on **February 1, 1991**, under the General Laws of the Commonwealth of Massachusetts.

I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156B section 101 for said corporation's dissolution; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.

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In testimony of which,
I have hereunto affixed the
Great Seal of the Commonwealth
on the date first above written.

William Francis Galvin

Secretary of the Commonwealth

*MGL Chapter 156B Section 83A provides that certain consolidations and mergers may be filed with the division within thirty days after the effective date of the merger or consolidation.

