

F02000005531

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Retalix USA, 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:

Moshe Geller

(Name of Person)

Retalix USA, Inc.

(Firm/Company)

6200 Tennyson Parkway, Suite 150

(Address)

Plano, TX 75024

(City/State and Zip code)

For further information concerning this matter, please call:

09/20/02--01025--012 **70.00

Carol Korte

(Name of Person)

at (469) 241-8400

(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

W02-29025
J. BRYAN OCT - 8 2002
BRYAN NOV - 4 2002



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

October 8, 2002

MOSHE GELLER
RETALIX USA, INC.
6200 TENNYSON PARKWAY, STE. 150
PLANO, TX 75024

SUBJECT: RETALIX USA, INC.
Ref. Number: W02000029025

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2002 NOV -4 PM 3:51
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

We have received your document for RETALIX USA, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

There is a balance due of \$35.00.

The registered agent must sign accepting the designation.

We retained your certificate from Texas in our office.,

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) 245-6043.

Joey Bryan
Document Specialist

Letter Number: 902A00056285

**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. Retalix USA, 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. Texas

(State or country under the law of which it is incorporated)

3. _____

(FEI number, if applicable)

4. 10-17-2002

(Date of incorporation)

5. Perpetual

(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. 6200 Tennyson Parkway, Suite 150 Plano, TX 75024

(Principal office address)

Same

(Current mailing address)

8. Software sales and service

(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 South Pine Island Road

Plantation

(City)

, Florida 33324

(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.

PETER F. SOUZA
ASSISTANT SECRETARY

(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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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: Barry Shaked

Address: 10 Zarhin St.
Raanana, Isreal 43000

Vice Chairman: Danny Moshioff

Address: 10 Zarhin St.
Raanana, Isreal 43000

Director: Eli Spirer

Address: 6200 Tennyson Parkway, Suite 150
Plano, TX. 75024

Director: Rick Cumberland

Address: 6200 Tennyson Parkway, Suite 150
Plano, TX 75024

B. OFFICERS

President: Jeff Yelton

Address: 6200 Tennyson Parkway, Suite 150
Plano, TX 75024

Vice President: _____

Address: _____

Secretary: Eli Spirer

Address: 6200 Tennyson Parkway, Suite 150 Plano, TX 75024

Treasurer: Moshe Geller

Address: 6200 Tennyson Parkway, Suite 150 Plano, TX 75024

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. Moshe Geller - CFO
(Typed or printed name and capacity of person signing application)

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

The State of Texas

Corporations Section
P.O. Box 13697
Austin, Texas 78711-3697



Phone: 512-463-5555
Fax: 512-463-5709
TTY: 7-1-1
www.sos.state.tx.us

Office of the Secretary of State

Re: Original Documents

Dear Sir or Madam:

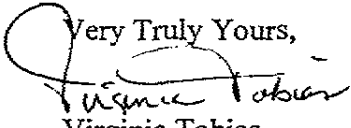
On August 6, 2001, the Office of the Texas Secretary of State converted to a new computer system. One of the many changes to procedure effected by the new system is the change to the look of the certificates of filing and certification of facts or copies by the Corporation Section.

Prior to our conversion, certificates issued by the Corporations Section were printed on special certificate paper that contained a pre-printed gold seal. Under our new system we are generating certificates using electronic signatures and black and white seals, and we are generating certificates over the WEB. Consequently, articles of incorporation, articles of organization, certificates of amendment, certificates of existence (certificates of status), and all other certificates issued by this office will no longer be on "gold-seal paper".

Attached to this letter is an original certificate prepared by our new system.

If you have any questions regarding this matter, please call me at 512-463-5578.

Very Truly Yours,


Virginia Tobias
Certifying Team
Office of the Texas Secretary of State

RMS/pc

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Corporations Section
P.O. Box 13697
Austin, Texas 78711-3697



Gwyn Shea
Secretary of State

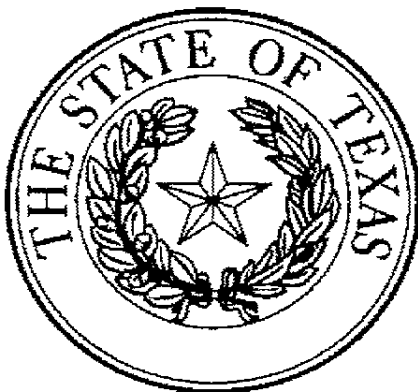
Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Articles Of Incorporation for Retalix USA, INC. (filing number: 162976400), a Domestic Business Corporation, was filed in this office on May 30, 2001.

It is further certified that the entity status in Texas is active.

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on August 29, 2002.



Gwyn Shea

Gwyn Shea
Secretary of State