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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

W02-32798

J. BRYAN NOV 18 2002



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

November 18, 2002

STEVEN E. BURGESS
SOFTWARE PUNDITS INC.
20 BURLINGTON MALL RD. STE. 305
BURLINGTON, MA 01803

SUBJECT: SOFTWARE PUNDITS INC.
Ref. Number: W02000032798

We have received your document for SOFTWARE PUNDITS INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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: 102A00062250

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TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

TO: Registration Section
Division of Corporations

SUBJECT: Software Pundits 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:

Steven E Burgess
(Name of Person)
Software Pundits Inc
(Firm/Company)
20 Burlington Mall Road Suite 305
(Address)
Burlington MA 01803
(City/State and Zip code)

For further information concerning this matter, please call:

Steven Burgess at (781) 229-6655 x224
(Name of Person) (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

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. Software Pundits 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. New Hampshire

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

3. 020931367

(FEI number, if applicable)

4. 3/14/89

(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. 20 Burlington Mall Road Suite 305 Burlington Ma 01803

(Principal office address)

Same as # 7

(Current mailing address)

8. ~~Soft~~ Providers of Software Consulting

(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 Rd

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.

Salvina Amenta-Gra... (Registered agent's signature)

SALVINA AMENTA-GRA. SPEC. ASST. SECRETARY

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

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Durgaprasad Rao

Address: 45 Elizabeth Ridge Road
Carlisle MA 01741

Director: _____

Address: _____

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OFFICE OF CORPORATIONS
STATE OF NEW HAMPSHIRE

B. OFFICERS

President: Durgaprasad Rao

Address: 45 Elizabeth Ridge Road
Carlisle MA 01741

Vice President: _____

Address: _____

Secretary: Chester H. Lopez JR.

Address: 176 Main St Nashua, NH 03060-2714

Treasurer: Durgaprasad Rao

Address: 45 Elizabeth Ridge Road Carlisle Ma 01741

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

13. _____

DOR

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

14. _____

Durgaprasad N Rao / President

(Typed or printed name and capacity of person signing application)

State of New Hampshire
Department of State

CERTIFICATE OF EXISTENCE

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

I, William M. Gardner, Secretary of State of the State of New Hampshire, do hereby certify SOFTWARE PUNDITS INC. is a New Hampshire corporation duly incorporated under the laws of the State of New Hampshire on March 14, 1989. I further certify that all fees and annual reports required by the Secretary of State's office have been received and that articles of dissolution have not been filed.

TESTIMONY WHEREOF, I hereto
set my hand and cause to be affixed
the Seal of the State of New Hampshire,
this 14th day of October, A.D. 2002



William M. Gardner
Secretary of State

