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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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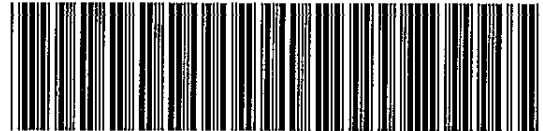
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**CT CORPORATION SYSTEM**

December 9, 2002

Secretary of State, Florida  
409 East Gaines Street  
Tallahassee FL 32399

Re: Order #: 65690156 WO  
Customer Reference 1: 2390415304  
Customer Reference 2: eNGENU!TY DE

Dear Secretary of State, Florida:

Please file the attached:

eNGENU!TY Technologies (USA) Inc. (DE)  
Qualification  
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Jeffrey J Netherton  
Sr. Fulfillment Specialist  
Jeff\_Netherton@cch-lis.com

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615

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TALLAHASSEE, FLORIDA

**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. eNGENU!TY Technologies (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. Delaware 3. 03-0491107  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 09/30/2002 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qual  
(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. 4700 de la Savane, Suite 300, Montreal, QC Canada H4P 1T7  
(Principal office address)

same  
(Current mailing address)

8. The purpose is to develop and provide computer related products, such as software, and services.  
(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.*

BY: Michael J. Smith Michael J. Smith  
(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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TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: Patrice Commune

Address: 4700 de la Savane, Suite 300  
Montreal, QC Canada H4P 1T7

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: Aaron Friedman

Address: 4700 de la Savane, Suite 300  
Montreal, QC Canada H4P 1T7

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

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B. OFFICERS *SEE ATTACHMENT*

President: Patrice Commune

Address: 4700 de la Savane, Suite 300  
Montreal, QC Canada H4P 1T7

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Secretary: Aaron Friedman

Address: 4700 de la Savane, Suite 300 Montreal, QC Canada H4P 1T7

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

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

13. *Aaron Friedman*  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Aaron Friedman, Secretary  
(Typed or printed name and capacity of person signing application)

**Attachment to**  
**eNGENU!TY Technologies (USA) Inc.**

**Names and addresses of officers and directors:**

Patrice Commune  
President/CEO/Chair of Board  
Director  
4700 de la Savane, Suite 300  
Montreal QC  
Canada H4P 1T7

Aaron Friedman  
CFO/Secretary  
Director  
4700 de la Savane, Suite 300  
Montreal QC  
Canada H4P 1T7

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TALLAHASSEE, FLORIDA

# Delaware

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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ENGENUITY TECHNOLOGIES (USA) 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 FIFTH DAY OF DECEMBER, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

3568784 8300

AUTHENTICATION: 2125764

020746158

DATE: 12-05-02