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02 DEC 12 AM 8:33

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1002-33911

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FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

December 3, 2002

KEATING, MUETHING & KLEKAMP, P.L.L.
1400 PROVIDENT TOWER
ONE EAST FOURTH STREET
CINCINNATI, OH 45202

SUBJECT: SOFTWARE BUSINESS PRODUCTS CORPORATION
Ref. Number: W02000033911

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TALLAHASSEE, FLORIDA

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We have received your document for SOFTWARE BUSINESS PRODUCTS CORPORATION 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 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.)

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: 702A00064228



KEATING, MUETHING & KLEKAMP, P.L.L.

ATTORNEYS AT LAW

1400 PROVIDENT TOWER • ONE EAST FOURTH STREET • CINCINNATI, OHIO 45202

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KIMBERLEY S. SMITH
DIRECT DIAL: (513) 579-6953
FACSIMILE: (513) 579-6457
E-MAIL: KSMITH@KMKLAW.COM

November 25, 2002

Florida Department of State
Qualification Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Software Business Products Corporation

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

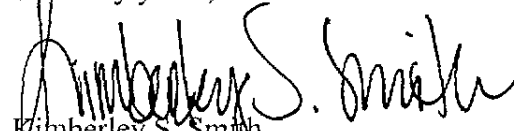
Dear Sir or Madam:

Enclosed for filing with your office is an original plus one (1) additional copy of the Application by Foreign Corporation for Authorization to Transact Business in Florida for the above-referenced Ohio corporation.

I have included a check in the amount of \$70.00 for the required filing fee.

Please file the enclosed accordingly and return evidence of the filing to my attention using the self-addressed stamped envelope provided.

Sincerely yours,


Kimberley S. Smith
Paralegal

KSS:mrt

Enclosures

cc: Alan Fershtman (w/enclosure)

**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 Business Products Corporation

(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. Ohio

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

3. 31-1633969

(FEI number, if applicable)

4. February 1, 1999

(Date of incorporation)

5. perpetual

(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. 10001 Alliance Road

Cincinnati, Ohio 45242

(Current mailing address)

8. catalog telemarketing

(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: Richard E. Weeks

Office Address: 215 Celebration Place Suite 500

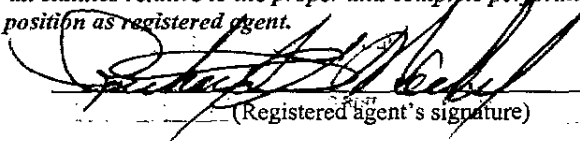
Celebration

, Florida, 34747

(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.


(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 address **ONLY** - P.O. Box **NOT** acceptable)

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

Chairman: Richard E. Weeks

Address: 10001 Alliance Road
Cincinnati, Ohio 45242

Vice Chairman: _____

Address: _____

Director: Frank T. Hamilton III

Address: 10001 Alliance Road
Cincinnati, Ohio 45242

Director: Godfrey M. Long, Jr.

Address: 10001 Alliance Road

Cincinnati, Ohio 45242

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

President: Richard E. Weeks

Address: 10001 Alliance Road
Cincinnati, Ohio 45242

Vice President: _____

Address: _____

Secretary: Godfrey M. Long, Jr.

Address: 10001 Alliance Road
Cincinnati, Ohio 45242

Treasurer: Frank T. Hamilton III

Address: 10001 Alliance Road
Cincinnati, Ohio 45242

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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. Richard E. Weeks, President
(Typed or printed name and capacity of person signing application)

**United States of America
State of Ohio
Office of the Secretary of State**

*I, J. Kenneth Blackwell, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations; that said records show **SOFTWARE BUSINESS PRODUCTS CORPORATION**, an Ohio corporation, Charter No. 1058134, having its principal location in Cincinnati, County of Hamilton, was incorporated on February 01, 1999 and is currently in **GOOD STANDING** upon the records of this office.*



*Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 25th day of November, A.D. 2002*

J. Kenneth Blackwell

Ohio Secretary of State