

F02000006336

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

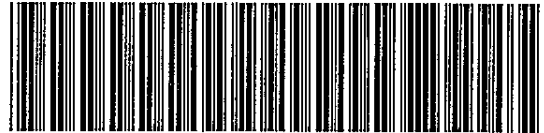
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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Office Use Only



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11/27/02--01008--002 **78.75

FILED
02 DEC 20 PM 2:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
W02-3352

AL



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

December 2, 2002

CLARA NERISSIAN
500 NORTH BRANK BLVD.
SUITE 1090
GLENDALE, VA 91203

SUBJECT: SOFTWARE MANAGEMENT CONSULTANTS, INC.
Ref. Number: W02000033752

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for SOFTWARE MANAGEMENT CONSULTANTS, 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 name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

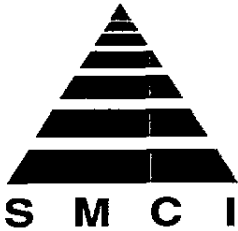
THE NAME SMCI IN YOUR RESOLUTION IS UNAVAILABLE.

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) 245-6094.

Agnes Lunt
Document Specialist

Letter Number: 702A00063932



500 NORTH BRAND BLVD., SUITE 1090 • GLENDALE, CA 91203 • 818/240-3177 • FAX 818/240-7189

December 16, 2002

Registration Section
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

Ref. Number: W02000033752
Dear Agnes:

Enclosed please find our new Resolution of Board of Directors adopting the "SMCI of Ca, Inc." name for use in Florida.

I am also sending you all the documents back including the older version of Resolution of Board of Directors if there would be any need for it.

If you have any questions or in need of further information or documents, please do not hesitate to contact me.

Thank you so much for your help.

Sincerely,

Clara Nersissian
Accounting Manager

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TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Software Management Consultants, 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:

<u>Clara Nersissian</u>	
	(Name of Person)
<u>Software Management Consultants, Inc.</u>	
	(Firm/Company)
<u>500 North Brand Boulevard, Suite 1090</u>	
	(Address)
<u>Glendale, CA 91203</u>	
	(City/State and Zip code)

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 TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

<u>Clara Nersissian</u>	at (<u>818</u>) <u>240-3177</u>
(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:

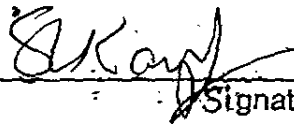
- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Spencer L. Karpf, do hereby certify that this Resolution of the Board of Directors of Software Management Consultants, Inc. a corporation duly organized and existing under the laws of the State of California, was duly adopted on October 20, 2002.

Resolved, that Software Management Consultants, Inc., organized and existing in the State of California hereby adopts the name SMCI of CA, Inc for use in Florida.

Dated: October 25, 2002



Signature of Director

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SECRETARY OF STATE
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. Software Management Consultants, 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. California 3. 95-3861305
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. July 5, 1983 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. 500 North Brand Boulevard, #1090, Glendale, CA 91203
(Principal office address)


500 North Brand Boulevard, #1090, Glendale, CA 91203
(Current mailing address)

8. Information Technology 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: C T CORPORATION SYSTEM

Office Address: 1200 SOUTH PINE ISLAND ROAD
PLANTATION, FL 33324, 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.

 DAVID I. FARBER
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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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: Spencer L. Karpf
Address: 500 North Brand Blvd., Suite 1090, Glendale, CA 91203

Vice Chairman: _____
Address: _____

Director: _____
Address: _____

Director: _____
Address: _____

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TALLAHASSEE, FLORIDA

B. OFFICERS

President: Spencer L. Karpf
Address: 500 North Brand Boulevard, Suite 1090, Glendale, CA 91203

Vice President: _____
Address: _____

Secretary: Spencer L. Karpf
Address: 500 North Brand Boulevard, Suite 1090, Glendale, CA 91203

Treasurer: _____
Address: _____

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

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

14. SPENCER L. KARPf, PRESIDENT
(Typed or printed name and capacity of person signing application)

State of California

SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

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RECORDS & COMM. STATE
FALL ANASSEE, FLORIDA

I, BILL JONES, Secretary of State of the State of California, hereby certify:

That on the **5th day of July, 1983, SOFTWARE MANAGEMENT CONSULTANTS, INC.** became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

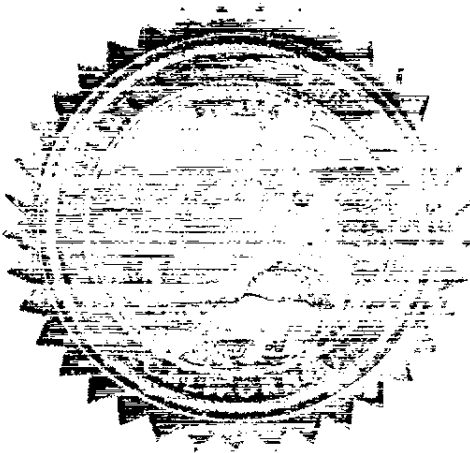
That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of November 14, 2002.



Bill Jones
BILL JONES
Secretary of State

no