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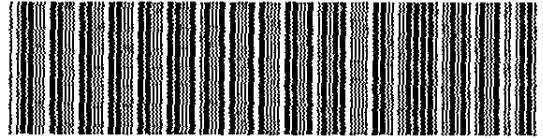
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REQUESTOR NAME:

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( ) ( ) ext ( )

CONTACT NAME:

CORPORATION NAME: Grotech Capital Group, Inc.

DOCUMENT NUMBER:  
(if applicable)

AUTHORIZATION:

Cynthia J. Woodyard

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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

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TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

1. GROTECH CAPITAL GROUP, INC.  
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION"  
words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of  
natural person or partnership if not so contained in the name at present.)
2. DELAWARE  
(State or country under the law of which it is incorporated)
3. 52-1525306  
(FEI number, if applicable)
4. 12/23/2002  
(Date of incorporation)
5. ONE YEAR BEYOND LIFE OF LIMITED PARTNERSHIPS WHICH  
(Duration: Year corp. will cease to exist or "perpetual") CORPORATION  
SERVES AS GP
6. JANUARY 1, 2003  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 2255 GLADES ROAD  
SUITE 324A, #1110  
BOCA RATON, FL 33431  
(Current mailing address)

8. VENTURE CAPITAL MANAGEMENT  
(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: LEXIS NEXIS DOCUMENT SOLUTIONS, INC.  
Office Address: 3953 W.W. KELLY ROAD  
TALLAHASSEE, Florida, 32311  
(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.

LexisNexis Document Solutions Inc.

Terry L. Ford  
Terry L. Ford  
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.

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

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

Chairman: FRANK A. ADAMS  
c/o GROTECH MANAGEMENT COMPANY  
Address: 9690 DEERECO ROAD, SUITE 800  
TIMONIUM, MD 21093

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

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

Director: DENNIS J. SHAUGHNESSY  
STUART D. FRANKEL  
Address: c/o GROTECH MANAGEMENT COMPANY  
9690 DEERECO ROAD, SUITE 800  
TIMONIUM, MD 21093

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

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

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

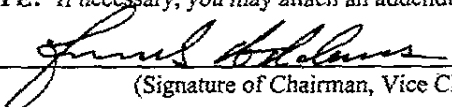
President: FRANK A. ADAMS  
c/o GROTECH MANAGEMENT COMPANY  
Address: 9690 DEERECO ROAD, SUITE 800  
TIMONIUM, MD 21093

Vice President: GENERAL PARTNER/  
MANAGING DIRECTOR  
DENNIS J. SHAUGHNESSY  
Address: c/o GROTECH MANAGEMENT COMPANY  
9690 DEERECO ROAD, SUITE 800  
TIMONIUM, MD 21093

Secretary: STUART D. FRANKEL  
c/o GROTECH MANAGEMENT COMPANY  
Address: 9690 DEERECO ROAD, SUITE 800  
TIMONIUM, MD 21093

Treasurer: JEFFREY R. SCHECHTER  
c/o GROTECH MANAGEMENT COMPANY  
Address: 9690 DEERECO ROAD, SUITE 800  
TIMONIUM, MD 21093

**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. FRANK A. ADAMS, PRESIDENT  
(Typed or printed name and capacity of person signing application)

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# Delaware

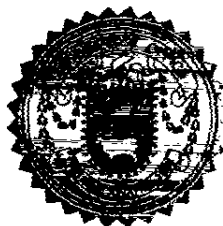
PAGE 1

## *The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GROTECH CAPITAL GROUP, 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 SECOND DAY OF JANUARY, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "GROTECH CAPITAL GROUP, INC." WAS INCORPORATED ON THE TWENTY-THIRD DAY OF DECEMBER, A.D. 2002.

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



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*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State  
AUTHENTICATION: 2181809

DATE: 01-02-03