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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

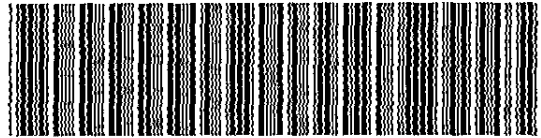
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03 JAN 10 AM 8:50
FBI - NEW YORK

BURR & FORMAN LLP

ATTORNEYS AND COUNSELORS

Ellen C. Prescott
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Birmingham, Alabama 35283-0719

(205) 251-3000
(205) 458-5100 (Fax)

January 7, 2003

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

Re: Managing Partner Acquisition, Inc.

Dear Sir/Madam:

Enclosed please find the original of an Application by Foreign Corporation for Authorization to Transact Business in Florida, with attached Certificate of Existence issued by the Alabama Secretary of State for the above-referenced corporation. Also enclosed is a check in the amount of \$87.50 representing your fees for filing, as well as a Certificate of Status and a certified copy of the filing.

Please file the Application and return to this office evidence of filing, along with the Status Certificate and certified copy. A return envelope is provided for your convenience.

Feel free to call me (1-800/438-2877) if you have any questions or need any additional information regarding the enclosed.

Yours truly,



Ellen C. Prescott
Legal Assistant

Enclosures

cc: Bruce A. Rawls, Esq.

Birmingham
SouthTrust Tower
420 North Twentieth Street, Suite 3100
Birmingham, Alabama 35203
(205) 251-3000

1053923

Montgomery
RSA Tower
201 Monroe Street, Suite 1950
Montgomery, Alabama 36104
(334) 241-7000

Atlanta
One Georgia Center
600 West Peachtree Street, Suite 1200
Atlanta, Georgia 30308
(404) 815-3000

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Managing Partner Acquisition, 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:

Bruce A. Rawls, Esq.

(Name of Person)

Burr & Forman LLP

(Firm/Company)

420 North 20th Street, Suite 3100

(Address)

Birmingham, AL 35203

(City/State and Zip code)

For further information concerning this matter, please call:

Ellen Prescott

(Name of Person)

at (205) 458-5115

(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:

- | | | | |
|---|--|---|--|
| <input type="checkbox"/> \$70.00 Filing Fee | <input type="checkbox"/> \$78.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$78.75 Filing Fee &
Certified Copy | <input checked="" type="checkbox"/> \$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. Managing Partner Acquisition, 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. Alabama

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

3. 16-1636589

(FEI number, if applicable)

4. 10/22/2002

(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. 100 Union Hill Drive, Birmingham, AL 35209

(Principal office address)

100 Union Hill Drive, Birmingham, AL 35209

(Current mailing address)

8. To develop, market, sell, license & deal w/computer software & network applications

(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

(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.

Dale W. Morris

(Registered agent's signature)

DALE W. MORRIS
ASSISTANT VICE PRESIDENT

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.

FILED
03 JUN 10 AM 8:50
CLERK OF COURT
STATE OF FLORIDA

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

A. DIRECTORS

Chairman: James M. Hubbard

Address: 100 Union Hill Drive

Birmingham, AL 35209

Vice Chairman: N/A

Address:

Director: Gregory E. Jones

Address: 100 Union Hill Drive

Birmingham, AL 35209

Director:

Address:

B. OFFICERS

President: Gregory E. Jones

Address: 100 Union Hill Drive

Birmingham, AL 35209

Vice President: Mona H. Roy (VP-Administration)

Address: 100 Union Hill Drive

Birmingham, AL 35209

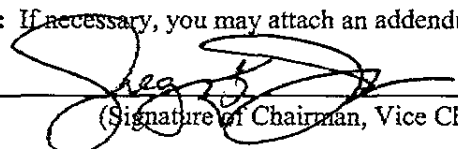
Secretary: Mona H. Roy

Address: 100 Union Hill Drive, Birmingham, AL 35209

Treasurer:

Address:

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

13.  Gregory E. Jones, President
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. PRESIDENT Gregory E. Jones, President
(Typed or printed name and capacity of person signing application)

STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that the domestic corporation records on file in this office disclose that Managing Partner Acquisition, Inc. incorporated in Jefferson County, Birmingham, Alabama on October 22, 2002. I further certify that the records do not disclose that said Managing Partner Acquisition, Inc. has been dissolved



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

December 18, 2002

Date

Jim Bennett

A handwritten signature in cursive script, reading 'Jim Bennett', is written over a horizontal line.

Secretary of State