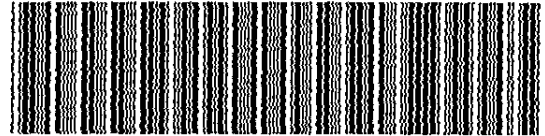


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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA



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W03-15365

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 30, 2003

PATRICIA SPEARS
4497 PARK DRIVE
NORCROSS, GA 30093

SUBJECT: COMVERGE, INC.
Ref. Number: W03000015365

We have received your document for COMVERGE, INC. 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 designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

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: 403A00034090

TRANSMITTAL LETTER

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03 JUN 19 PM 3: 07

TO: Registration Section
Division of Corporations

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: COMVERGE 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:

PATRICIA SPEARS
(Name of Person)
COMVERGE INC.
(Firm/Company)
4497 PARK DRIVE
(Address)
NORCROSS, GA 30093
(City/State and Zip code)

For further information concerning this matter, please call:

PATRICIA SPEARS at (770) 696-7660, ext. 301
(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

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA

FILED

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. 03 JUN 19 PM 3: 00

1. CONVERGE INC. SECRETARY OF STATE
TALLAHASSEE, FLORIDA
(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. 22-3543611
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 1997 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. 55 NORTH Q STREET, PENSACOLA, FL. 32505
(Principal office address)

4497 PARK DRIVE, NORCROSS, GA 30093
(Current mailing address)

8. Supervisory Control and Data Acquisition Systems Installations
(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: Joseph J. Leccese

Office Address: 55 NORTH Q STREET
PENSACOLA, Florida 32505
(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.

Joseph J. Leccese
(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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Robert M. Chiste

Address: 23 Vreeland Rd

Florham Park, NJ 07932

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Frank Magnotti

Address: 23 Vreeland Rd

Florham Park, NJ 07932

Vice President: _____

Address: _____

Secretary/CFO T. WAYNE WREN

Address: 4497 PARK DRIVE, NORCROSS, GA 30093

Treasurer: _____

Address: _____

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. T. WAYNE WREN

SECRETARY / CFO

(Typed or printed name and capacity of person signing application)

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Delaware

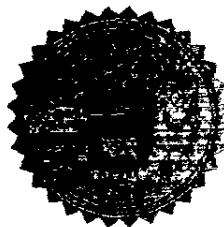
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "COMVERGE, 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 SIXTH DAY OF MAY, A.D. 2003.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2804600 8300

AUTHENTICATION: 2402688

030275361

DATE: 05-06-03