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DIVISION OF CORPORATION

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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032
REFERENCE : 172635 5172612
AUTHORIZATION : *Patricia Pappas*
COST LIMIT : \$ 87.50

03 JUL 23 PM 1:19
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TALLAHASSEE, FLORIDA

ORDER DATE : July *23*, 2003

ORDER TIME : 1:30 PM

ORDER NO. : 172635-005

CUSTOMER NO: 5172612

CUSTOMER: Ms. Alison Ulrich
Ipnet Solutions, Inc.
4100 Newport Place #800

Newport Beach, CA 92660

FOREIGN FILINGS

NAME: IPNET SOLUTIONS, INC.

XXXX QUALIFICATION (TYPE: CQ)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea -- EXT# 1114

EXAMINER: _____

**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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1. IPNet Solutions, 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. 33-0722475
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. August 26, 1996 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. 4100 Newport Place, Suite 450, Newport Beach, CA 92660
(Principal office address)
4100 Newport Place, suite 450, Newport Beach, CA 92660
(Current mailing address)
8. Software sales
(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: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida 32301
(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.

Deborah D. Skipper Deborah D. Skipper
Asst. V. Pres.
(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:

See Addendum

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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. Ronald H. Jones, Chief Financial Officer

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

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Addendum

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

A. Directors

Director: Jeff Anderson
Address: 4100 Newport Place, Suite 450, Newport Beach, CA 92660

Director: Lawrence G. Finch
Address: 4100 Newport Place, Suite 450, Newport Beach, CA 92660

Director: John Levy
Address: 4100 Newport Place, Suite 450, Newport Beach, CA 92660

Director: Alan Menkes
Address: 4100 Newport Place, Suite 450, Newport Beach, CA 92660

Director: Russell J. Robelen
Address: 4100 Newport Place, Suite 450, Newport Beach, CA 92660

Director: Michael J. Simmons
Address: 4100 Newport Place, Suite 450, Newport Beach, CA 92660

Director: Donald E. Willis, Jr.
Address: 4100 Newport Place, Suite 450, Newport Beach, CA 92660

B. Officers

Chief Executive Officer: Michael J. Simmons
Address: 4100 Newport Place, Suite 450, Newport Beach, CA 92660

Secretary: Ronald H. Jones
Address: 4100 Newport Place, Suite 450, Newport Beach, CA 92660

Chief Financial Officer: Ronald H. Jones
Address: 4100 Newport Place, Suite 450, Newport Beach, CA 92660

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**SECRETARY OF STATE
CERTIFICATE OF STATUS
DOMESTIC CORPORATION**

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I, KEVIN SHELLEY, Secretary of State of the State of California, hereby certify:

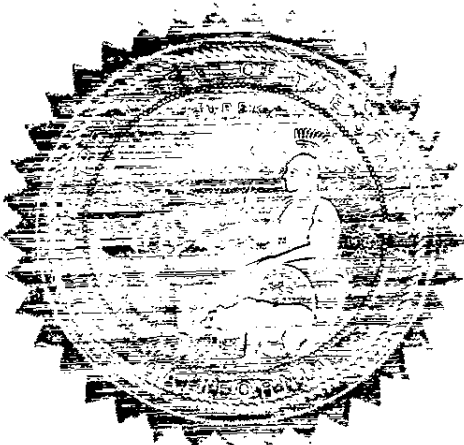
That on the **26th day of August, 1996**, **IPNET SOLUTIONS, INC.** became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

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 July 17, 2003.



Kevin Shelley
KEVIN SHELLEY
Secretary of State
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