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Division of Corporations

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Florida Department of State
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UP
9-10-03

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. Webigen Systems, 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. Delaware 3. Applied For
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. May 23, 2000 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. 41 William Linskey Way, Cambridge, Mass. 02142
(Principal office address)

Same
(Current mailing address)

- Use of proprietary neural network and intelligent agent technology to
8. provide load shaping and curtailment services to large users and suppliers of electrical energy.
(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: CT Corporation System

Office Address: 1200 South Pine Island Rd

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 named 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.

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

A. DIRECTORS

Chairman: David R. WeaverAddress: 41 William Linskey Way
Cambridge, MA 02142Director: Peter BrickfieldAddress: 1025 Thomas Jefferson St. N.W., Washington, D.C. 20007Director: Michael CarosAddress: 966 Coral Dr.
Pebble Beach, CA 93953Director: Daniel FrielAddress: 100 N. Tryon St.
Charlotte, NC 28255

B. OFFICERS

President: Mark A. NoyesAddress: 41 William Linskey Way
Cambridge, MA 02142CFO
Vice-President: Diak E. MahlingAddress: 41 William Linskey Way
Cambridge, MA 02142Secretary: Dana S. AppalingAddress: 41 William Linskey Way 02142 Cambridge MACFO
Treasurer: Richard F. Gallagher, Jr.Address: 41 William Linskey Way, Cambridge, MA 02142

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

13. Dana S. Appaling
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)14. Dana S. Appaling, CHIEF COUNSEL & SECRETARY
(Typed or printed name and capacity of person signing application)

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

A. DIRECTORS

Chairman: IAN KruthofferAddress: 13643 Dearing Bay Dr. #115
Miami, FL 33158Vice Chairman: MILTON LEWINAddress: 420 Lexington Ave. Suite 1740
New York, NY 10170

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

CEO President: DAVID R. WeaverAddress: 41 Linskey Way
Cambridge, MA 02142

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

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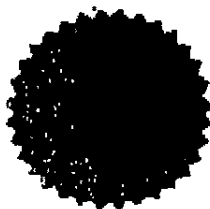
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WEBGEN SYSTEMS, 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 THIRD DAY OF SEPTEMBER, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2612024

DATE: 09-03-03