



TRANSMITTAL LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: THE INSIGHT GROUP, INC., a Massachusetts corporation  
(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:

James N. Powell

(Name of Person)

Powell, Carney, Gross, Maller & Ramsay, P.A.

(Firm/Company)

Bank of America Tower, Suite 1210, One Progress Plaza

(Address)

St. Petersburg, FL 33701

(City/State and Zip code)

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TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

James N. Powell

(Name of Person)

at ( 727 ) 898-9011

(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



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

August 27, 2003

JAMES POWELL  
BANK OF AMERICA TOWER, SUITE 1210  
ONE PROGRESS PLAZA  
ST. PETERSBURG, FL 33701

SUBJECT: THE INSIGHT GROUP, INC.  
Ref. Number: W03000024478

We have received your document for THE INSIGHT GROUP, INC. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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) 245-6020.

Tammi Cline  
Document Specialist

Letter Number: 903A00048326

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SEP 12 PM 8:20  
TALLAHASSEE, FLORIDA

**MINUTES OF SPECIAL MEETING  
OF SHAREHOLDERS AND DIRECTORS OF  
THE INSIGHT GROUP, INC.**

A special meeting of the Shareholders and Directors of **THE INSIGHT GROUP, INC.**, a Massachusetts corporation (the "Corporation"), was held at the corporate offices located at 360 Newbury Street, Boston, Massachusetts, on September 4, 2003 at 10:00 a.m.

The following, being the sole Shareholder and Director of the Corporation, was present:

Richard Sandler

The meeting was called to order by the President of the Corporation, **Richard Sandler**, who presided and acted as Secretary of the meeting and recorded the minutes thereof.

The Secretary presented a consent and waiver of notice duly executed by the sole Shareholder and Director, and said waiver was ordered filed with the minutes of this meeting.

The President announced that a quorum was present for all purposes and the meeting was properly convened and competent to proceed with the transaction of business.


*Registration as Foreign Corporation.*

The President then announced that it would be in the best interests of the Corporation to be registered to do business in the State of Florida. Having been advised that the State of Florida already has a Florida corporation registered with the name "The Insight Group, Inc.", upon motion duly made, seconded and carried, it was:

*RESOLVED*, that the President, Richard Sandler, be and he hereby is authorized to take all appropriate actions necessary to register the Corporation to do business in the State of Florida; including, but not limited to, the use in Florida of the alternate corporate name: "The Insight Group of Sarasota, Inc."

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There being no further business, upon motion duly made and carried, the meeting was adjourned.

  
Richard Sandler  
President and Secretary

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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 TRANSACTION BUSINESS IN THE STATE OF FLORIDA.

1. The Insight Group, 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. The Commonwealth of Massachusetts (State or county under the law of which it is incorporated) 3. 04-3502809 (FEI number, if applicable)

4. 02/11/2000 (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. 360 Newbury Street, 7th Floor, Boston, MA 02215 (Principal office address)

360 Newbury Street, 7th Floor, Boston, MA 02215 (Current mailing address)

8. Engage in the business of consulting, advertising and strategic planning (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: Richard Sandler

Office Address: 543 Villa Park Drive

Nokomis, Florida 34275 (City) (Zip Code)

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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.

Richard Sandler (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: Richard Sandler

Address: 360 Newbury Street, 7<sup>th</sup> Floor  
Boston, MA 02215

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

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

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

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

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

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

B. OFFICERS

President: Richard Sandler

Address: 360 Newbury Street, 7<sup>th</sup> Floor  
Boston, MA 02215

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. *Richard Sandler*  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Richard Sandler  
(Typed or printed name and capacity of person signing application)

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FLORIDA



*The Commonwealth of Massachusetts*

*Secretary of the Commonwealth*

*State House, Boston, Massachusetts 02133*

William Francis Galvin  
Secretary of the  
Commonwealth

August 4, 2003

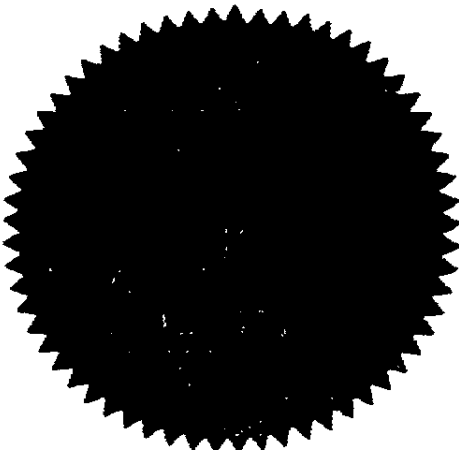
TO WHOM IT MAY CONCERN:

I hereby certify that according to the records of this office,

**THE INSIGHT GROUP, INC.**

is a domestic corporation organized on **February 11, 2000**, under the General Laws of the Commonwealth of Massachusetts.

I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156B section 101 for said corporations dissolution; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.



In testimony of which,  
I have hereunto affixed the  
Great Seal of the Commonwealth  
on the date first above written.

*William Francis Galvin*

Secretary of the Commonwealth

\*MGL Chapter 156B Section 83A provides that certain consolidations and mergers may be filed with the division within thirty days after the effective date of the merger or consolidation.

