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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

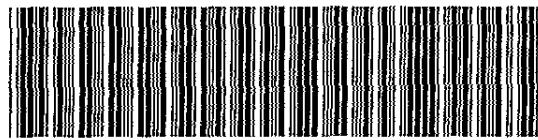
(Business Entity Name)

(Document Number)

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CORPORATIONS
ALLAHASSEE, FLORIDA

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J. BRYAN DEC 16 2003

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: PROSOFT CONSULTING SERVICES, 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:

ROBERT A. CONN

(Name of Person)

PROSOFT CONSULTING SERVICES, INC.

(Firm/Company)

14097 WHISPERWOOD DRIVE

(Address)

CLEARWATER, FL 33762

(City/State and Zip code)

For further information concerning this matter, please call:

Robert A. Conn

(Name of Person)

at (727) 501-2360

(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

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**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. PROSOFT CONSULTING SERVICES, INC.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp," "Inc," "Co," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. CALIFORNIA

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

3. 33-0784640

(FEI number, if applicable)

4. JANUARY 8, 1998

(Date of incorporation)

5. perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. JULY 1, 2003

(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. 14097 WHISPERWOOD DR., CLEARWATER, FL 33762

(Principal office address)

same

(Current mailing address)

8. Software Consulting

(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: ROBERT A. CONN

Office Address: 14097 WHISPERWOOD DR

CLEARWATER

, Florida 33762

(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.

Robert A. Conn

(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:

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A. DIRECTORSChairman: Robert A. ConnAddress: 14097 Whisperwood DR
Clearwater, FL 33762Vice Chairman: Denise S. ConnAddress: 14097 Whisperwood DR
Clearwater, FL 33762

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERSPresident: Robert A. ConnAddress: (as above)Vice President: Denise S. ConnAddress: (as above)Secretary: Denise S. ConnAddress: (as above)Treasurer: Robert A. ConnAddress: (as above)

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

13. Robert A. Conn PRESIDENT

(Signature of Director or Officer listed in number 12 of the application)

14. Robert A. Conn

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

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DIVISION OF CORPORATIONS

State of California



SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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

That on the **6th day of January 1998**, **PROSOFT CONSULTING SERVICES INC.** became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

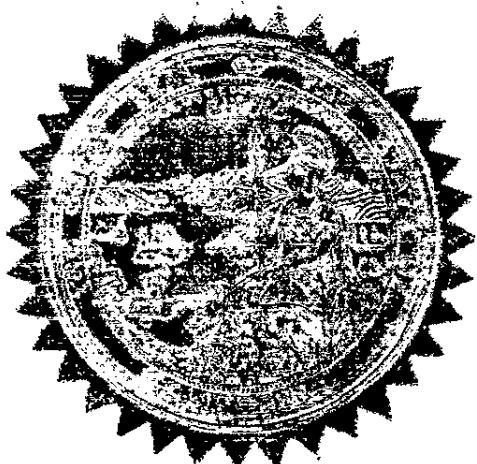
That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

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 November 17, 2003.



Kevin Shelley
KEVIN SHELLEY
Secretary of State