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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 222-9428

FOREIGN PROFIT QUALIFICATION

PersonalPath Systems, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$3,520.00

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DIVISION OF CORPORATION

03 DEC 31 PM 12:59

RECEIVED

TALLAHASSEE, FLORIDA

03 DEC 31 AM 8:59

FILED

MJH

W03-39931

2000
\$400.00
\$3400

**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. PersonalPath 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. 22-3493126
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 9/30/1996 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 03/28/2000
(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. 10 Mountainview Road, Upper Saddle River, NJ 07458
(Principal office address)
same
(Current mailing address)
8. Sec Attachment
(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: c/o C T Corporation System
Office Address: 1200 South Pine Island Road
Plantation, Florida 33324
(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.

C T Corporation System
BY: Connie Bryan **CONNIE BRYAN**
(Registered agent's signature) **SPECIAL ASSISTANT SECRETARY**

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: *SEE ATTACHMENT*

A. DIRECTORS

Chairman: David Levy

Address: 10 Mountainview Road

Upper Saddle River, NJ 07458

Vice Chairman: _____

Address: _____

Director: Daniel Blumenthal

Address: 10 Mountainview Road

Upper Saddle River, NJ 07458

Director: Mark R. Bartlett

Address: 10 Mountainview Road

Upper Saddle River, NJ 07458

B. OFFICERS

SEE ATTACHMENT

President: David Levy

Address: 10 Mountainview Rd.

Upper Saddle River, NJ 07458

Vice President: Jeane Clement

Address: 10 Mountainview Road

Upper Saddle River, NJ 07458

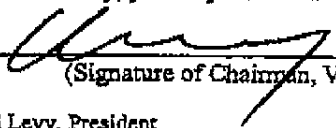
Secretary: _____

Address: _____

Treasurer: Mark Baton

Address: 10 Mountainview Road Upper Saddle River, NJ 07458

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. David Levy, President

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

Attachment to Florida

Purpose Clause

The nature of the business of the purpose to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

Officers & Directors

- | | | |
|----|-------------------|-----------------------------|
| 1. | Full Name: | David Levy |
| | Officer/Director: | Officer, Director |
| | Officer's Title: | CEO |
| | Director's Title: | Chairman |
| | Business Address: | 10 Mountainview Road |
| | City: | Upper Saddle River |
| | State: | NJ |
| | ZIP Code: | 07458 |
| 2. | Full Name: | Mark Eaton |
| | Officer/Director: | Officer |
| | Officer's Title: | CFO & Treasurer |
| | Business Address: | 10 Mountainview Road |
| | City: | Upper Saddle River |
| | State: | NJ |
| | ZIP Code: | 07458 |
| 3. | Full Name: | Jeanne Clement |
| | Officer/Director: | Officer |
| | Officer's Title: | Senior Vice President |
| | Business Address: | 10 Mountainview Road |
| | City: | Upper Saddle River |
| | State: | NJ |
| | ZIP Code: | 07458 |
| 4. | Full Name: | Thomas Hagan |
| | Officer/Director: | Officer |
| | Officer's Title: | CTO & Senior Vice President |
| | Business Address: | 10 Mountainview Road |
| | City: | Upper Saddle River |
| | State: | NJ |
| | ZIP Code: | 07458 |
| 5. | Full Name: | Daniel Blumenthal |
| | Officer/Director: | Director |
| | Officer's Title: | |
| | Director's Title: | Other Director |
| | Business Address: | 10 Mountainview Road |
| | City: | Upper Saddle River |
| | State: | NJ |
| | ZIP Code: | 07458 |
| 6. | Full Name: | Mark R. Bartlett |
| | Officer/Director: | Director |
| | Officer's Title: | |

	Director's Title:	Other Director
	Business Address:	10 Mountainview Road
	City:	Upper Saddle River
	State:	NJ
	ZIP Code:	07458
7.	Full Name:	Christine K. Cassel, MD
	Officer/Director:	Director
	Officer's Title:	
	Director's Title:	Other Director
	Business Address:	10 Mountainview Road
	City:	Upper Saddle River
	State:	NJ
	ZIP Code:	07458
8.	Full Name:	Kirk P. Gregg
	Officer/Director:	Director
	Officer's Title:	
	Director's Title:	Other Director
	Business Address:	10 Mountainview Road
	City:	Upper Saddle River
	State:	NJ
	ZIP Code:	07458
9.	Full Name:	William H. Lomicka
	Officer/Director:	Director
	Officer's Title:	
	Director's Title:	Other Director
	Business Address:	10 Mountainview Road
	City:	Upper Saddle River
	State:	NJ
	ZIP Code:	07458
10.	Full Name:	Phillip M. Nudelman, Ph.D.
	Officer/Director:	Director
	Officer's Title:	
	Director's Title:	Other Director
	Business Address:	10 Mountainview Road
	City:	Upper Saddle River
	State:	NJ
	ZIP Code:	07458
11.	Full Name:	John R. Willis
	Officer/Director:	Director
	Officer's Title:	
	Director's Title:	Other Director
	Business Address:	10 Mountainview Road
	City:	Upper Saddle River
	State:	NJ
	ZIP Code:	07458

Delaware

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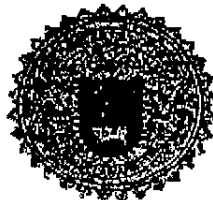
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PERSONALPATH 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 SIXTEENTH DAY OF OCTOBER, 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.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.



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030665470

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2693248

DATE: 10-16-03