

Division of Corporations

FO4 000000969

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
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FOREIGN PROFIT QUALIFICATION

MKS Software Inc.

Certificate of Status	0
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Page Count	05
Estimated Charge	\$70.00

DIVISION OF CORPORATION

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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 TRANSACT BUSINESS IN THE STATE OF FLORIDA.**

1. MKS Software 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. 74-2877078
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 04/13/1998 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. 2500 South Highland Avenue, Suite 200, Lombard, IL 60148
(Principal office address)
same
(Current mailing address)
8. Software manufacturer, sales, support and professional services
(Purpose(s) of corporation authorized in home state or country to be carried on 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

TRACI HOUCK
LEGAL ASSISTANT SECRETARY

By: _____

(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: SEE ATTACHMENT

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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B. OFFICERS

President: SEE ATTACHMENT

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. Larry Wasylshyn

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

14. Larry Wasylshyn, Vice President

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

<u>Name and Residential and Office Address</u>	<u>Position and Office Field</u>
Philip C. Deck 151 Inglewood Drive Toronto, Ontario M4T 1H8 MKS Inc. 410 Albert Street Waterloo, Ontario N2L 3V1	Director Chief Executive Officer
Stephanie Ratza 10 Stoke Drive Kitchener, Ontario N2N 1Z4 MKS Inc. 410 Albert Street Waterloo, Ontario N2L 3V1	Treasurer, Vice-President, Finance
Larry Wasylishyn 804 Columbia Forest Court Waterloo, Ontario N2V 2M6 MKS Inc. 410 Albert Street Waterloo, Ontario N2L 3V1	Director Vice President, Secretary
Thomas Bosanko 11805 Wolf Run Lane Clifton, Virginia 20124 MKS Inc. 12450 Fair Lakes Circle, Suite 400 Fairfax, VA 22033	President, Chief Operating Officer
Patrick Higbie 6625 McCambell Cluster Centreville, Virginia 20120 MKS Inc. 12450 Fair Lakes Circle, Suite 400 Fairfax, VA 22033	Executive Vice President, Chief Evangelist
Arnold Ozols 121 S. Home Ave., Apt. 1A Oakpark, Illinois 60302 MKS Inc. 2500 South Highland Avenue, Suite 200 Lombard, IL 60148	Vice-President, North American Customer Operations

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PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MKS SOFTWARE 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 NINETEENTH DAY OF FEBRUARY, A.D. 2004.

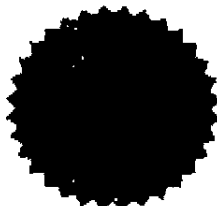
AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2999765

DATE: 02-19-04