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DIVISION OF CORPORATION

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04 MAR 18 PM 5:43

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

BK

**CSC**

CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 501554 435445

AUTHORIZATION :

*Patricia Pigato*

COST LIMIT : \$ 70.00

ORDER DATE : March 16, 2004

ORDER TIME : 9:36 AM

ORDER NO. : 501554-005

CUSTOMER NO: 4354451

CUSTOMER: Diane Mattis, Legal Asst  
Garvey Schubert & Barer  
Suite 1800  
1191 2nd Avenue  
Seattle, WA 98101-2939

FOREIGN FILINGS

NAME: ASTON BUSINESS SOLUTIONS  
(USA), INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea -- EXT# 2914

EXAMINER: \_\_\_\_\_

FILED  
04 MAR 18 PM 3:43  
SECRETARY OF STATE  
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. Aston Business Solutions (USA), 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. Delaware

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

3. 41-2032742

(FEI number, if applicable)

4. 2/14/2002

(Date of incorporation)

5. perpetual

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

6. January 2, 2004

(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. 3001 North Rocky Point Drive East, Suite 200, Tampa, FL 33607

(Principal office address)

c/o Diane Mattis, Garvey Schubert Barer, 1191 2nd Ave, #1800, Seattle, WA 98101

(Current mailing address)

8. Sale, implementation and consulting re enterprise planning software

(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301

(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.*

Corporation Service Company

Deborah D. Skipper  
(Registered agent's signature)

Deborah D. Skipper  
Asst. V. Pres.

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: See attached officers/directors rider

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

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

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

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

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

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

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

**B. OFFICERS**

President: See attached officers/directors rider

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. \_\_\_\_\_

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

14. Mat Prasad, Vice President-Finance/Treasurer

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

## **ASTON BUSINESS SOLUTIONS (USA), INC.**

### **Response to Item 12A**

#### **DIRECTORS**

Mogens Elsberg

Director

John Matterson

Director

Kathy Nohr

Director

Anders B. Sogaard

Director

### **Response to Item 12B**

#### **OFFICERS**

John Matterson

#### **Title**

Chief Executive Officer and President

Kathy Nohr

Chief Operating Officer, Vice President and Secretary

Mat Prasad

Vice President – Finance and Treasurer

# Delaware

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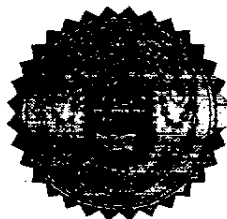
## *The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ASTON BUSINESS SOLUTIONS (USA), 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 MARCH, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ASTON BUSINESS SOLUTIONS (USA), INC." WAS INCORPORATED ON THE FOURTEENTH DAY OF FEBRUARY, A.D. 2002.

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.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

3492764 8300

AUTHENTICATION: 2991554

040195415

DATE: 03-16-04