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**FOREIGN PROFIT QUALIFICATION**

**Stratis Business Centers, Inc.**

|                       |         |
|-----------------------|---------|
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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. Stratis Business Centers, 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 3. 58-2351368  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 3/15/01 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. N/A  
(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 263 Tresser Blvd., 9th Floor, Stamford, CT 06901  
(Principal office address)

263 Tresser Blvd., 9th Floor, Stamford, CT 06901  
(Current mailing address)

8. transaction of all lawful business  
(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 NOT acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation Florida 33325  
(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.*

Connie Bryan CONNIE BRYAN  
SPECIAL ASSISTANT SECRETARY  
(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. DIRECTORS

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

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

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

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

Director: Mark Dixon

Address: 15305 Dallas Pkwy

Addison, TX 75001

Director: Rudolf Lobo

Address: 3000 Hillswood Drive

Chertsey, UK KT16ORS

# B. OFFICERS

President: Mark Dixon

Address: 15305 Dallas Pkwy

Addison, TX 75001

Vice President: \_\_\_\_\_

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

Secretary: Guillermo Rotman

Address: 1560 Sawgrass Corporate Pkwy, Sunrise, FL 33323

Treasurer: Rudolf Lobo

Address: 3000 Hillswood Drive, Chertsey, UK KT16ORS

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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. Mark Dixon, President

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

## AGREEMENT

THIS AGREEMENT ("Agreement") is entered into as of the 18th day of November, 2004 (the "Effective Date"), by and between Stratis Business Centers, Inc., a Delaware corporation with its headquarters located at 15305 Dallas Parkway, Suite 1400, Addison, Texas 75001 ("STRATIS") and Stratis Business Systems, Inc., a Florida corporation with its headquarters located at 3600 FAU Blvd., Suite 205, Boca Raton, FL 33431 ("SBS").

## RECITALS

WHEREAS, STRATIS is a provider of fully staffed and resourced Executive Office Suites with franchising operations throughout the United States and affiliated franchises throughout the world; and

WHEREAS, SBS is in the business of custom computer software design and support and was incorporated in 1999; and

WHEREAS, STRATIS has been operating nationally since 1997;

WHEREAS, STRATIS desires to register to do business in the state as a foreign corporation with the Florida Secretary of State's Office and the Florida Secretary of State has refused that registration on the asserted ground that STRATIS's corporate name is overly similar to that of SBS; and

WHEREAS, the parties desire to resolve any potential for dispute between them on the terms and conditions set forth below.

## AGREEMENT

In consideration of the promises and the mutual covenants contained in this Agreement, and other good and valuable consideration, the receipt and sufficiency of which is mutually acknowledged, the parties agree as follows:

1. SBS will consent to STRATIS's registration to do business in the state as a foreign corporation with the Florida Secretary of State's Office by executing a written consent in substantially the same form as that in Exhibit A.
2. Provided that SBS does not engage in any business activities that directly compete with those of STRATIS, STRATIS will not object to SBS registering its corporate name with the Secretary of State of any state in the United States.
3. Provided that STRATIS does not engage in any business activities that directly compete with those of SBS, SBS will not object to STRATIS registering its corporate name with the Secretary of State of any state in the United States.
4. If any provision contained in this Agreement is deemed or held by a court of competent jurisdiction to be invalid or unenforceable, either in whole or in part, the remainder of any such provision and all other provisions of the Agreement shall, nonetheless, remain and continue in full force and effect.
5. Each party has reviewed or has been given the opportunity to review this Agreement with its attorney and enters into this Agreement voluntarily and without compulsion of any kind.

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6. This Agreement constitutes the entire agreement between the parties with respect to its subject matter and supersedes all prior or contemporaneous discussions, negotiations and agreements between them. This Agreement may be modified or amended only through a writing executed by the parties.

7. This Agreement shall be governed and construed in all respects under the laws of the United States of America and the State of Florida.

8. This Agreement shall be binding upon and inure to the benefit of the parties, their officers, agents, legal representatives, employees, successors, assigns, subsidiaries, licensees and all those in active concert or participation with them.

9. Each party agrees to take all steps and execute all documents reasonably necessary to effectuate the intent of this Agreement.

10. Except as may be required by law or court order, the parties agree to use reasonable care to keep the terms of this Agreement confidential.

11. This Agreement may be executed in counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date first above written.

Stratis Business Centers, Inc.

By: [Signature]  
Name: Gyillano Rotman  
Title: CEO

Stratis Business Systems, Inc.

By: [Signature]  
Name: Joseph F. Kram  
Title: President

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ANN ARBOR MI 48106

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STRATIS

561-447-7323

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EXHIBIT A

CONSENT TO USE OF NAME

Stratis Business Systems, Inc., a corporation organized under the laws of the State of Florida hereby consents to the use and registration of the similar name Stratis Business Centers, Inc., a corporation organized under the laws of the State of Delaware and proposing to do business in the State of Florida.

IN WITNESS WHEREOF, the said corporation has caused this consent to be executed as of this 11 day of November, 2004.

STRATIS BUSINESS SYSTEMS, INC.,

By:

Joseph F. Kraus  
Name: Joseph F. Kraus  
Title: President

[NOTARY]  
STATE OF \_\_\_\_\_

COUNTY OF \_\_\_\_\_

On this \_\_\_\_\_ day of \_\_\_\_\_, 2004 before me personally appeared \_\_\_\_\_, who being by me duly sworn did depose and say that he is an authorized officer of said corporation, that the said instrument was signed on behalf of said corporation as authorized by its Board of Directors and that he acknowledged said instrument to be the free act and deed of said corporation.

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# Delaware

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## *The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "STRATIS BUSINESS CENTERS, 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 THIRD DAY OF DECEMBER, A.D. 2004.

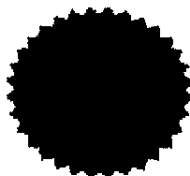
AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "STRATIS BUSINESS CENTERS, INC." WAS INCORPORATED ON THE FIFTEENTH DAY OF MARCH, A.D. 2001.

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.

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*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3517262

DATE: 12-03-04