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Florida Department of State
Division of Corporations
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2004 MAY 17 P 12:03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATION

W09-19074

FOREIGN PROFIT QUALIFICATION

Brain North America, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	05
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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

FILED

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.

2004 MAY 17 P 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Brain North America, Inc.

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

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

2. Michigan

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

3. 38-3489088

(FEI number, if applicable)

4. 09/09/1999

(Date of incorporation)

5. Perpetual

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

6. _____

(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. One Country View Road, Malvern, PA 19355

(Principal office address)

same

(Current mailing address)

8. See 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: CT Corporation SystemOffice Address: c/o CT Corporation System, 1200 South Pine IslandPlantation

(City)

Florida33324

(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.

CT Corporation System

By: Tina Perrin

(Registered agent's signature)

Tina Perrin
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.

12. Names and business addresses of officers and/or directors:

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A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: C. James SchaperAddress: One Country View RoadMalvern, PA 19355

Director: _____

Address: _____

B. OFFICERS *SEE ATTACHMENT*President: C. James SchaperAddress: One Country View RoadMalvern, PA 19355

Vice President: _____

Address: _____

Secretary: Gregory GiangjordanAddress: One Country View Road Malvern, PA 19355

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. Gregory Giangjordan, Secretary

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

1. Attachment to Florida

Purpose Clause

FILED

Development, marketing, sales and implementation of software solutions. Notwithstanding the foregoing, the purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of its jurisdiction of incorporation and are permitted under this state.

Officers & Directors

2004 MAY 17 P 12:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

X

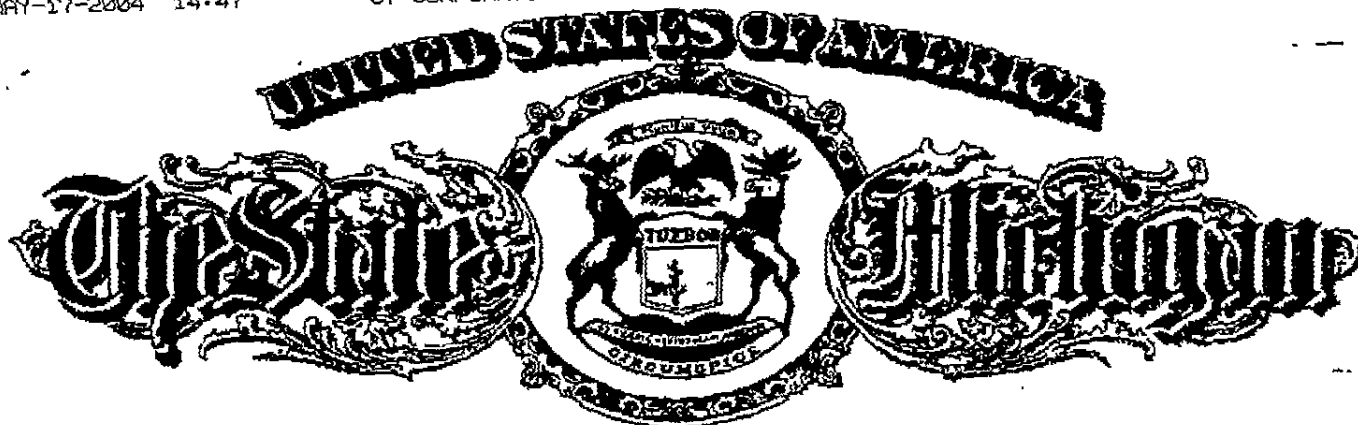
Full Name:
Officer/Director:
Officer's Title:
Business Address:
City:
State:
ZIP Code:

1.

Full Name: C. James Schaper
Officer/Director: Officer, Director
Officer's Title: President
Director's Title: Other Director
Business Address: One Country View Road
City: Malvern
State: PA
ZIP Code: 19355

2.

Full Name: Gregory Giangiardano
Officer/Director: Officer
Officer's Title: Secretary
Business Address: One Country View Road
City: Malvern
State: PA
ZIP Code: 19355



Michigan Department of Consumer and Industry Services

Lansing, Michigan

This is to Certify That

BRAIN NORTH AMERICA, INC.

was validly incorporated on September 9, 1999, as a Michigan profit corporation, and said corporation is validly in existence under the laws of this state.

This certificate is issued pursuant to the provisions of 1972 PA 284, as amended, to attest to the fact that the corporation is in good standing in Michigan as of this date and is duly authorized to transact business and for no other purpose.

This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.

In testimony whereof, I have hereunto set my hand, in the City of Lansing, this 22nd day of April, 2004.

Andrew S. Hitt, Director

Bureau of Commercial Services