

FOS000003030

Florida Department of State
Division of Corporations
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Division of Corporations
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From:

Account Name : C T CORPORATION SYSTEM
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

05 MAY 20 AM 9:21

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DIVISION OF CORPORATION

FOREIGN PROFIT QUALIFICATION

Matrix Absence Management, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

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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. Matrix Absence Management, 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. Delaware

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

3. 79-0493584

(FEI number, if applicable)

4. June 28, 1998

(Date of incorporation)

5. Perpetual

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

6. July 1, 2005

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

7. 5225 Hellyer Avenue # 210, San Jose, CA 95138-1001

(Principal office address)

same

(Current mailing address)

8. Any lawful activity for which corporations may be authorized

(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: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation

(City)

Florida 33324

(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: Donald B. Bouchard

(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:

FL-019 - 2/1/03 CT System, Dallas

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TALLAHASSEE, FLORIDA

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A. DIRECTORSChairman: Robert RosenkrenzAddress: 153 E 53rd #4900
NYC, NY 10022Vice Chairman: Robert M. Smith, Jr.Address: 153 E 53rd #4900
NYC, NY 10022Director: Lawrence E. DevelleAddress: 2001 Market #500
Philadelphia, PA 19103Director: Ivars ZvirbulisAddress: 5225 Hellyer Ave #210
San Jose, CA 95138-1001**B. OFFICERS**President: Ivars ZvirbulisAddress: 5225 Hellyer Ave #210
San Jose CA 95138-1001Vice President: Suzanne WilsonAddress: 5225 Hellyer Ave #210
San Jose, CA 95138-1001Secretary: Suzanne WilsonAddress: 5225 Hellyer Ave #210, San Jose, CA 95138Treasurer: Michael FredericksenAddress: 5225 Hellyer Ave #210, San Jose CA 95138

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Suzanne L.

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

14. Suzanne L. Wilson

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

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CT CORPORATION

CT CORPORATION SYSTM

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Delaware

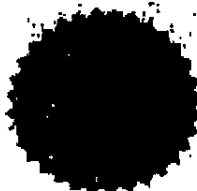
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MATRIX ABSENCE MANAGEMENT, 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 TWENTIETH DAY OF MAY, A.D. 2005.

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.



2914656 8300

050416873

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3894296

DATE: 05-20-05

MAY-20-2005 07:44

TOTAL P.04