

FI1000002100

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

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11 MAY 16 PM 12:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

YMD 5/18



P.O. Box 7558
Pensacola, FL 32534-0558
May 5, 2011

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32514
USA

Re: EarthSoft, Inc. Authorization to Transact Business in Florida

Dear Sir/Madam:

Enclosed please find the following:

- (1) Cover Letter
- (2) APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
- (3) Delaware Statement of Good Standing dated May 3, 2011
- (4) Merger Documents as filed with Florida Department of State on February 24, 2005
- (5) Copy of May 5, 2011 Letter to Amendment Section
- (6) Check Number 9730 for \$87.50.

Preston Gates and Chris Cunningham of Kirkpatrick & Lockhart Preston Gates Ellis LLP of Seattle, Washington formed the corporation EarthSoft Acquisition Corp. in Delaware and did the merger of EarthSoft, Inc. and EarthSoft Acquisition Corp. They also filed the attached documents with the State of Florida. The attorneys told Mitchell K. Beard and Janet C. Magurn that everything was done, and that the new corporation, EarthSoft Acquisition Corp, which according to the merger agreement would take the name EarthSoft, Inc. and use the Federal Identification Number and other numbers being used by EarthSoft, Inc. A provision in the Internal Revenue Code allows the use of the FIN. Therefore, no filings have been done other than the merger documents included with the Forms 1120 and F-1120 for 2005.

The name "EarthSoft" is very important to EarthSoft, Inc. and its stockholders. We request that the dissolution of EarthSoft, Inc., the Florida Corporation and EarthSoft, Inc.'s, Delaware Corporation, authorization to transact business in Florida be coordinated whereby another entity or individual cannot have the opportunity to get the name. Thank you for your cooperation and efforts.

Best regards,

Mitchell K. Beard

Located at: 9455 Pensacola Boulevard, Suite B
Pensacola, FL 32534-1237

Phone 850-471-6262

Voice 800-649-8855

Fax 850-471-7470

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: EarthSoft, Inc.

Name of corporation - must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," or "Certificate of Good Standing" and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

John M. Sansom

Name of Person

EarthSoft, Inc.

Firm/Company

P.O. Box 7558

Address

Pensacola, FL 32534

City/State and Zip code

jsansom@earthsoft.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

John M. Sansom

Name of Person

at (850) 471-6262

Area Code & Daytime Telephone Number

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

☐ \$70.00 Filing Fee

☐ \$78.75 Filing Fee &
Certificate of Status

☐ \$78.75 Filing Fee &
Certified Copy

☒ \$87.50 Filing Fee,
Certificate of Status &
Certified Copy

**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. EARTH SOFT, 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. 59-3288969

(FEI number, if applicable)

4. 02/09/2005

(Date of incorporation)

5. PERPETUAL

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

6. _____

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

7. 9455 PENSACOLA BOULEVARD SUITE B PENSACOLA, FL 32534

(Principal office address)

P.O. Box 7558 PENSACOLA, FL 32534-0558

(Current mailing address)

8. ENGAGE IN ANY AND ALL LAWFUL BUSINESS FOR WHICH A CORPORATION MAY BE ORGANIZED

(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 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.

By: _____

(Registered agent's signature)

DALVINA AMENTA-GRAY
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:

A. DIRECTORS

Chairman: Mitchell K. Beard, CEO/D

Address: 174 ORNAC

Concord, MA 01742

Vice Chairman: Janet C. Magurn, Pres/D

Address: 174 ORNAC

Concord, MA 01742

Director: Mitchell K. Beard

Address: 174 ORNAC

Concord, MA 01742

Director: Janet C. Magurn

Address: 174 ORNAC

Concord, MA 01742

B. OFFICERS

President: Janet C. Magurn

Address: 174 ORNAC

Concord, MA 01742

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

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. Mitchell K. Beard, CEO

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

FILED
11 MAY 16 PM 12:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Delaware

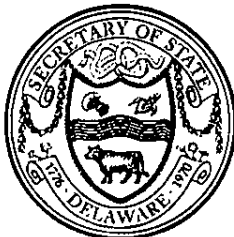
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FILED
11 MAY 16 PM 12:47
SECRETARY OF STATE
TAH. AHASSEE. FLORIDA
PAGE 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EARTHSOFT, 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 MAY, A.D. 2011.

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.



3923833 8300

110487419

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8736122

DATE: 05-03-11