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AUTHORIZATION : Patricia Poyt
COST LIMIT : \$ 122.50

FOREIGN FILINGS

CONTACT PERSON: Debbie Skipper

1. Introduction

SECRETARY OF
DIVISION OF
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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. SPEEDWARE, INC.
(Name of Corporation: the word "INCORPORATED," "COMPANY," or "CORPORATION" or words of abbreviations of like import in language, as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. DELAWARE
(State or country under the law of which it is incorporated)
3. 1/25/95
(Date of Incorporation)
4. Perpetual
(Duration)
5. 59-3292915
(Federal Employer Identification Number, if applicable)
6. February 1, 1995
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 101 East Kennedy Blvd., Suite 2500, Tampa, Florida 33602
(Current Mailing Address)
8. Sale and servicing of computer software to businesses
(Brief description of the nature of the business in which it is engaged in the State of Florida)

9. **Names and addresses of officers and/or directors:**

A. Directors:

Chairman: GERHARD WATZINGER
Address: 101 E. Kennedy Blvd., Suite 2500
Tampa, Florida 33602

Vice
Chairman: N/A
Address: _____

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Director: _____ N/A _____
Address: _____

Director: _____ N/A _____
Address: _____

B. Officers:

President: _____ GERHARD WATZINGER _____
Address: _____ 101 E. Kennedy Blvd., Suite 2500 _____
_____ Tampa, Florida 33602 _____

Vice
President: _____ THOMAS PANEK _____
Address: _____ 101 E. Kennedy Blvd., Suite 2500 _____
_____ Tampa, Florida 33602 _____

Secretary: _____ GERHARD WATZINGER _____
Address: _____ 101 E. Kennedy Blvd., Suite 2500 _____
_____ Tampa, Florida 33602 _____

Treasurer: _____ GERHARD WATZINGER _____
Address: _____ 101 E. Kennedy Blvd., Suite 2500 _____
_____ Tampa, Florida 33602 _____

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: _____ BRUCE H. GORDON, Esquire _____
Office Address: _____ 101 E. Kennedy Boulevard, Suite 2500 _____
_____ Tampa, Florida 33602 _____

11. 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.

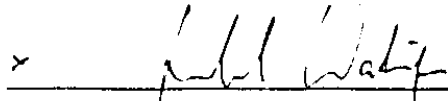
Registered Agent's signature: _____

BH Gordon

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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12. 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.

13. x



(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. GERHARD WATZINGER, President and Chairman of the Board of Directors.

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DIVISION OF CORPORATIONS
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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SELEDWARE, INC." IS DUELY 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 THIRTEENTH DAY OF FEBRUARY, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

SECRET
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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION 7405660

DATE 02-13-95