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TRANSMITTAL LETTER

TO: QUALIFICATION/REGISTRATION SECTION
DIVISION OF CORPORATIONS

200001220952
-07/07/94--01073--001
*****20.00 *****20.00

SUBJECT: Aspen Systems Corporation
(Name of corporation)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", 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:

Susan W. Mountford
(Name of Person)

Aspen Systems Corporation
(Firm/Company)

1600 Research Boulevard, MS-4P
(Address)

Rockville, MD 20850
(City, State and Zip Code)

RECEIVED 7/18/94

mtm

Should you need to call someone concerning this matter, please call:

Susan Mountford

(Name of Person)

at (301) 251 - 5570

Area Code & Daytime Telephone Number

COURIER ADDRESS:

Qualification/Registration Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Registration Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 1, 1995

SUSAN W. MOUNTFORD
ASPEN SYSTEMS CORPORATION
1600 RESEARCH BLVD., MS-4F
ROCKVILLE, MD 20850

SUBJECT: ASPEN SYSTEMS CORPORATION
Ref. Number: W94000014918

**CERTIFIED MAIL #Z 751 934 177
RETURN RECEIPT REQUESTED**

This letter constitutes notice that the Department of State (Department) intends to pursue all legal remedies provided in Sections 607.0130(3) and 607.1502(4), Florida Statutes, because of the failure of ASPEN SYSTEMS CORPORATION to pay the appropriate penalties and fees incurred by the transacting of business as a foreign corporation in Florida without authority. I have enclosed a copy of Sections 607.0130(3), 607.1501 and 607.1502, Florida Statutes, for your review.

The application submitted by ASPEN SYSTEMS CORPORATION for authority to transact business in Florida indicates that the corporation transacted business in Florida prior to qualifying. As a result, associated penalties and fees imposed by Section 607.1502(4), Florida Statutes, are due and owing the Department.

Penalties and fees in the amount of \$700.00 are now due. To avoid further penalty, payment must be remitted within 15 days of receipt of this letter. Please make your check payable to the Department of State and forward it to this office.

In the event the date business was first transacted in Florida is incorrect or the activity falls under an enumerated exemption provided in Section 607.1501(2), Florida Statutes, please provide this office with an affidavit to that effect. If it is determined that the affidavit establishes either circumstance, all penalties and fees previously imposed will either be withdrawn or will be recalculated in accordance with the corrected information, and the application will be processed accordingly. If you have any questions regarding this matter, please telephone (904) 487-6091. I look forward to your response.

Sincerely,

Douglas D. Sunshine, Assistant General Counsel

Enclosures Letter No. 995A00004178



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

December 1, 1994

SUSAN W. MOUNTFORD
ASPEN SYSTEMS CORPORATION
1600 RESEARCH BLVD., MS-4F
ROCKVILLE, MD 20850

SUBJECT: ASPEN SYSTEMS CORPORATION
Ref. Number: W94000014918

This letter is in response to the application by foreign corporation for authorization to transact business in Florida that was previously submitted to this office for ASPEN SYSTEMS CORPORATION.

The referenced application states that the corporation has transacted business in the State of Florida since January 1, 1993. You were notified by letter dated July 7, 1994, that because of failure to obtain a certificate of authority prior to transacting business in the State of Florida, the corporation is liable for \$700.00 in appropriate fees and penalties as set forth in Section 607.1502(4), Florida Statutes, (copy enclosed).

Until a response is received by this office concerning the prior notification, the application by foreign corporation for authorization to transact business in Florida will not be processed. If erroneous information was reflected on the previously submitted application, a sworn affidavit may be filed stating the correct date the corporation first transacted business in Florida, that the corporation did not transact business in Florida prior to the application filing year and that the information entered on such application is incorrect. Any such affidavit will be included with your original qualification documents.

Please provide your response to this letter within 30 days to avoid the necessity of further action.

If you have further questions concerning the filing of your document, please telephone the Foreign Qualification/Tax Lien Section at (904) 487-6091.

Jennifer Sindt
Document Examiner Letter No. 894A00051551

Enclosure



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

July 7, 1994

SUSAN W. MOUNTFORD
ASPEN SYSTEMS CORPORATION
1600 RESEARCH BLVD., MS-4F
ROCKVILLE, MD 20850

SUBJECT: ASPEN SYSTEMS CORPORATION
Ref. Number: W94000014918

We have received your document for ASPEN SYSTEMS CORPORATION and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

Section 607.1502(4) or 617.1502(4), Florida Statutes, require this office to collect a \$500 penalty fee for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the corporation qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$700.00.

We have received your document for ASPEN SYSTEMS CORPORATION and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 894A00031531



Aspen Systems Corporation

April 29, 1994

Florida Department of State
Tax Lien Section
P. O. Box 6327
Tallahassee, Florida 32314

To Whom It May Concern:

Please be advised that Aspen Systems Corporation's (FEI No.: 52-1143803) legal counsel is reviewing Florida's laws regarding foreign corporations in order to determine whether and how Florida's laws apply to our present situation. If required, we will be happy to submit our application for authorization to transact business in Florida.

If you have any questions, please contact me at 301-251-5570.

Sincerely,

Susan W. Mountford
Director, Financial Reporting

SWM/bes

S 5/10 WML

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

1. Aspen Systems Corporation
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or 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 3. 52-1143803
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 2-17-78 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 1993
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 1600 Research Boulevard, MS-4F
Rockville, MD 20850
(Current mailing address)
8. Information Management
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent:
- Name: CT Corporation
- Office Address: 1200 South Pine Island Road
Plantation, 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.

[Signature]
(Registered agent's signature)

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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: Albert Lambert

Address: Aspen Systems Corporation, 1600 Research Boulevard
Rockville, MD 20850

Senior Vice President
& Director ~~Vice Chairman~~ Melvyn J. Goldenberg

Address: Aspen Systems Corporation, 1600 Research Boulevard
Rockville, MD 20850

Senior Vice
President & Director: Eugene A. Brannock

Address: Aspen Systems Corporation, 1600 REsearch Boulevard
Rockville, MD 20850

Vice President & Director: Harvey C. Byrd, III

Address: Aspen Systems Corporation, 1600 Research Boulevard
Rockville, MD 20850

B. OFFICERS

President: Albert Lambert

Address: Same as above

Vice President: Jacklyn A. Matrigali

Address: Same as above.

Secretary: Mary Ellen Moore

Address: Same as above

Vice President & Treasurer: Linda J. Dybiec

Address: Same as above.

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

13. (Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Linda J. Dybiec, Vice President & Treasurer
(Typed or printed name and capacity of person signing application)

I, WILLIAM T. QUILLEN, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ASPEN SYSTEMS CORPORATION" 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 TWENTY-NINTH DAY OF APRIL, A.D. 1994.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES
HAVE BEEN PAID TO DATE.

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William T. Sullivan
New York State Department of State