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TO: DIVISION OF CORPORATIONS

FROM: EDWARDS & ANGELL

DEPARTMENT OF STATE

250 ROYAL PALM WAY

STATE OF FLORIDA

PO BOX 3403

409 EAST GAINES STREET

PALM BEACH FL 33480-

TALLAHASSEE, FL 32399

CONTACT: REBECCA F BLACK

FAX: (904) 922-4000

PHONE: (407) 833-7700

FAX: (407) 856-8719

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DOCUMENT TYPE: FOREIGN PROFIT QUALIFICATION

NAME: TRANSACTIVE CORPORATION

FAX AUDIT NUMBER: H95000003728

CURRENT STATUS: REQUESTED

DATE REQUESTED: 03/31/1995

TIME REQUESTED: 10:52:08

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 1

NUMBER OF PAGES: 4

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$131.25

ACCOUNT NUMBER: 075410001517

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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. TRANSACTIONAL CORPORATION
(Name of corporation: the word "INCORPORATED," "COMPANY," or "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 or present.)
2. Delaware
(State or country under the law of which it is incorporated)
3. May 13, 1993
(Date of Incorporation)
4. Perpetual
(Duration)
5. 05-0471522
(Federal Employer Identification number, if applicable)
6. April 1, 1993
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 617.155, F.S.)
7. 1627 Woodland Avenue, Austin, Texas 78741
(Current mailing address)
8. For any lawful purpose or purposes allowed under the laws of the State of Florida
(Corporate purpose and nature of business in which it is engaged in Florida)

9. Names and addresses of officers and or directors:

A. Directors:

Chairman: Guy B. Snowden

Address: 1627 Woodland Avenue, Austin, Texas 78741

Director

~~Was Chairman:~~ Victor Markovics

Address: 1627 Woodland Avenue, Austin, Texas 78741

Director:

Robert A. Breakstone

Address:

1627 Woodland Avenue, Austin, Texas 78741

Director:

Michael LaVigna

Address:

1627 Woodland Avenue, Austin, Texas 78741

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→ DIV OF CORPORATIONS: 3

FAX AUDIT #895000003728

Officers:

President: and Chief Executive Officer: Michael LaVigne

Address: 1627 Woodland Avenue, Austin, Texas 78741

Vice President: Joseph J. Pietropaolo

Address: 1627 Woodland Avenue, Austin, Texas 78741

Secretary: Cynthia A. Nebergall

Address: 1627 Woodland Avenue, Austin, Texas 78741

Treasurer: Joseph J. Pietropaolo

Address: 1627 Woodland Avenue, Austin, Texas 78741

NOTE: SEE ADDENDUM ATTACHED FOR ADDITIONAL OFFICERS

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

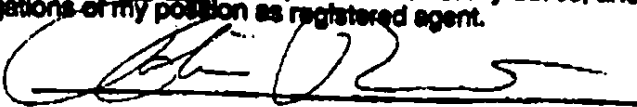
10. Name and Street address of Florida registered agent:

Name: Robin F. Price

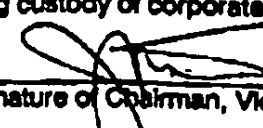
Office Address: c/o Edwards & Angell, 250 Royal Palm Way, Suite 300
Palm Beach, Florida 33480
Zip Code

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: 

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

14. Joseph J. Pietropaolo, Chief Financial Officer
(Name and capacity of person signing application)

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- DIV OF CORPORATIONS: 4

Transactive Corporation

(continuation of list of officers)

Vice President - Marketing:

Ann S. Fuelberg
1627 Woodland Avenue, Austin, TX 78741

Vice President - Sales:

Ken M. Rankin
1627 Woodland Avenue, Austin, TX 78741

Vice President - New Business Development:

Joseph D. Barbieri
1627 Woodland Avenue, Austin, TX 78741

Assistant Secretary:

Denise N. Ogilvie
1627 Woodland Avenue, Austin, TX 78741

Assistant Secretary:

Joseph A. Anesta
55 West Technology Way, West Greenwich, RI 02817

Assistant Secretary:

Mark W.G. Hicher
1627 Woodland Avenue, Austin, TX 78741

Assistant Secretary:

Brendan J. Radigan
1627 Woodland Avenue, Austin, TX 78741

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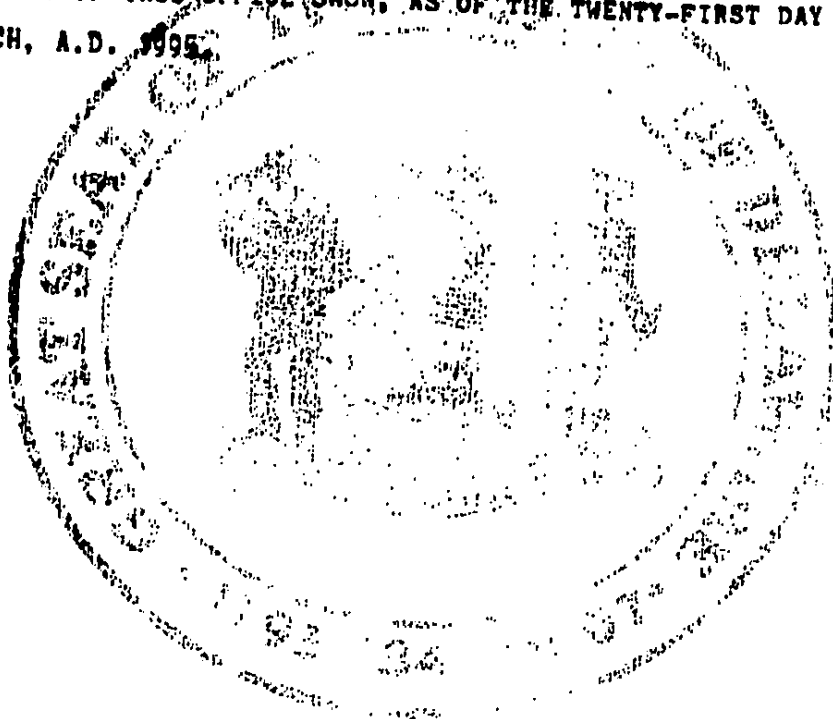
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DIV OF CORPORATIONS: 5

PAGE 1

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TRANSACTIONAL 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-FIRST DAY OF MARCH, A.D. 1995.



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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR 31 AM 11:52



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 7445098

DATE: 03-21-95