

PROGENI CORPORATION
9500000/683
Freedom to Go East

April 4, 1995

Ms. Jennifer Sindt
Document Examiner
Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

300001448443
-04/05/95--01120--001
*****70.00 *****70.00

Dear Jennifer,

Thanks again for your assistance. As per your request, I enclosed the following:

W95-7386

- A copy of our original application for authorization to do business in Florida by The PROGENI Corporation but in Florida under the name of Productivity Technologies Group, Inc. (PTG).
- The original signed resolution of the board of The PROGENI Corporation adopting the name of Productivity Technologies Group, Inc. (PTG) for use in Florida.
- A current original certificate of existence for The PROGENI Corporation from the Georgia Secretary of State.
- A check for \$70.00.

Jennifer, we have an opportunity to respond to an RFP in Tallahassee, however, one of the conditions is that we are duly authorized by your Division.

I would be most obliged if you could confirm our approval or advise what other information you require so we can become authorized by the end of April.

Yours sincerely,

Norman M. Praed

Norman M. Praed
President/CEO

sjs

2/4/6
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR - 6 PM 3:08

Name correct
Doc# M89468

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Norman M. Praed N. Praed (CHAIRMAN), do hereby certify
that this Resolution of the Board of Directors of The PROGENI Corporation,
a corporation duly organized and existing under the laws of the State of Georgia,
was duly adopted on March 15th, 1995.

Resolved, that The PROGENI Corporation, organized
and existing in the State of Georgia, hereby adopts the
name Productivity Technologies Group, Inc. ^(PTG) for use in Florida.

Dated: March 16, 1995

Charles W. Grace
Signature of at least one director

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
35 APR - 6 PM 3:08

**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. The PROGENI 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. Georgia 3. 95-4263312
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. April 9, 1990 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida. (See sections 607.1801, 607.1502, and 617.186, F.S.)

7. 3150 Holcomb Bridge Road NW, Suite 220
Norcross, GA 30071
(Current mailing address)

8. To develop, integrate & market information technologies for the improvement
of the productivity of corporate resources.
(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:**

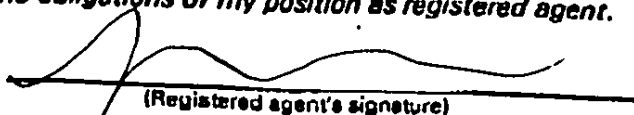
Name: Mr. Greg McNamara

Office Address: 2170 West State Road 434, Ste. 366

Longwood, Florida, 32779
(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.


(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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
95 APR - 6 PM 3:08

12. Names and addresses of officers and/or directors:

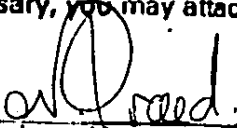
A. DIRECTORS

Chairman: Mr. Norman M. Praed
Address: 8560 Woodledge Lane
Roswell, GA 30076
Vice Chairman: Mr. J. Michael Young
Address: 1115 Oakland Trace
Atlanta, GA 30319
Director: Mr. Greg McNamara
Address: 505 Wekiva Springs Road, #500
Longwood, FL 32779
Director: _____
Address: _____

B. OFFICERS

President: Mr. Norman M. Praed
Address: 8560 Woodledge Lane
Roswell, GA 30076
Vice President: Mr. J. Michael Young
Address: 1115 Oakland Trace
Atlanta, GA 30319
Secretary: Mr. Greg McNamara
Address: 505 Wekiva Springs Road, #500
Longwood, FL 32779
Treasurer: Mr. J. Michael Young
Address: 1115 Oakland Trace
Atlanta, GA 30319

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

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

14. Norman M. Praed, President
(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR - 6 PM 3:08

Secretary of State

Corporations Division

Suite 315, West Tower

2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

DOCKET NUMBER : 950940347
CONTROL NUMBER : 9007154
DATE INC/AUTH/FILED: 04/09/1995
JURISDICTION : GEORGIA
PRINT DATE : 04/04/1995
FORM NUMBER : 0211

LARRY CHAPPELL
3150 HOLCOMB BRIDGE ROAD
SUITE 220
NORCROSS, GA 30071

CERTIFICATE OF EXISTENCE

I, **MAX CLELAND**, Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

THE PROGENI CORPORATION A DOMESTIC PROFIT CORPORATION

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR - 6 PM 3:08
Max Cleland
MAX CLELAND
SECRETARY OF STATE