

F9500000/805

1201 HAYS STREET
TALLAHASSEE, FL 32301

800-342-8086

CSC networks
PRESTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 574610 1471A

AUTHORIZATION : *Patricia Payne*

COST LIMIT : \$ 122.50

ORDER DATE : April 10, 1995

ORDER TIME : 11:09 AM

ORDER NO. : 574610

CUSTOMER NO: 1471A

CUSTOMER: Lori Helton, Legal Assistant
Dickstein Shapiro & Morin
2101 L Street, N.W.

700001455687

Washington, DC 20037

FOREIGN FILINGS

NAME: MANAGEMENT & FINANCIAL SYSTEMS
CORPORATION

XX PROFIT
 NON-PROFIT

XX CORPORATE
 LIMITED PARTNERSHIP

XX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sebrena Randolph

RECEIVED
95 APR 13 PM 12:19
DIVISION OF CORPORATION
FILED
95 APR 13 PM 1:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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. Management & Financial 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. Maryland

(State or country under the law of which it is incorporated)

3. 52-1664056

(FEI number, if applicable)

4. 2/2/90

(Date of incorporation)

5. Perpetual

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

6. February 1, 1995

(Date first transacted business in Florida. (See sections 607.1801, 607.1802, and 617.186, F.S.)

7. Unit A, Suite 110
11209 Barnswallow Pl.

Waldorf, Maryland 20603

(Current mailing address)

8. Provision of services in connection with automated management & financial systems

(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: CORPORATION SERVICE COMPANY

Office Address: 1201 Hayes Street

Tallahassee

, Florida , 32301

(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.

Gail Shelly, as agent
(Registered agent's signature)

GAIL SHELBY

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.

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

A. **DIRECTORS** NONE - Company is a close corporation under Maryland corporate law.

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. **OFFICERS**

President: Frederick Bieber

Address: Unit A, Suite 110
11209 Barnswallow Pl.

Waldorf, Maryland 20603

Vice President: [none]

Address: _____

Secretary: Lynn Morgan Cahalane

Address: 16311 Livingston Rd.

Accokeek, Maryland 20607

Treasurer: Robert Lee Wenger

Address: 3 Greenwood Dr.

Waldorf, Maryland 20601

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

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

14. Frederick W. Bieber
(Typed or printed name and capacity of person signing application)

STATE OF MARYLAND

354873

DEPARTMENT OF ASSESSMENTS AND TAXATION

301 West Preston Street Baltimore, Maryland 21201

I, NANCY GRUENINGER OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT SAID DEPARTMENT, BY THE LAWS OF SAID STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATE CHARTERS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE; AND I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT MANAGEMENT & FINANCIAL SYSTEMS CORPORATION IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND SAID CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN THE STATE OF MARYLAND.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE THIS 11TH DAY OF APRIL, 1995.

Nancy Grueninger
NANCY GRUENINGER
ADMINISTRATIVE OFFICER