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TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

100001461661
-04/20/95--01104--001
*****70.00 *****70.00

SUBJECT: Plus 3 Software, Inc.
(Name of corporation - must include suffix)

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:

Mark Chapman
(Name of Person)
Plus 3 Software, Inc.
(Firm/Company)
One Dunwoody Park, Suite 250
(Address)
Atlanta, GA 30338
(City, State and Zip Code)

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DIVISION OF CORPORATIONS

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

Mark Chapman at (404) 396-0700.
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:

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

MAILING ADDRESS:

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

**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. Plus 3 Software, Inc.
(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. 58-1530503
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 9-8-83 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. (planned) May 1, 1995
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))
7. One Dunwoody Park, Suite 250
Atlanta, GA 30338
(Current mailing address)
8. Develop, Market, Sell and Support 3-D Land Modeling Software
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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9. Name and street address of Florida registered agent:

Name: CT Corporation System
Office Address: 1200 S. Pine Island Rd.
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.

John J. Masters
(Registered agent's signature)

John J. Masters
Asst Secy

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: _____

Address: _____

Director
Vice Chairman: Charles Ruppe

Address: One Dunwoody Park, Suite 250
Atlanta, Ga 30338

Director: Charles Peace

Address: (Same)

Director: John Thomas

Address: (Same)

B. OFFICERS

President: Derrick Darby

Address: One Dunwoody Park, Suite 250
Atlanta, Ga 30338

Vice President: Mark Chapman

Address: (Same)

Secretary: Sally DeBardelaben

Address: (Same)

Treasurer: Derrick Darby

Address: (Same)

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

13. [Signature] V.P. - Finance & Administration
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Mark R. Chapman, V.P. Finance & Administration
(Typed or printed name and capacity of person signing application)

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Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

RECEIVED FEB 22 1995

DOCKET NUMBER : 950450748
CONTROL NUMBER : 8506716
DATE INC/AUTH/FILED: 09/08/1983
JURISDICTION : GEORGIA
PRINT DATE : 02/14/1995
FORM NUMBER : 211

MARK CHAPMAN
1 DUNWOODY PARK
STE. 250
DUNWOODY GA 30338

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CERTIFICATE OF EXISTENCE

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

PLUS 3 SOFTWARE, INC.
A DOMESTIC PROFIT CORPORATION

was formed in the jurisdiction stated above and was incorporated, formed, or 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 or certificate of cancellation 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 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.



Max Cleland

MAX CLELAND
SECRETARY OF STATE

CORPORATIONS
656-2817

CORPORATIONS HOT LINE
404-656-2222
Outside Metro-Atlanta