

PROFICIENT BUSINESS SYSTEMS CORPORATION
The Christina Centre 201 N. W. Street, Tallahassee, Florida 32301 Telephone: (904) 575-0440 Fax: (904) 575-0446

April 28, 1995

Corporate Records Bureau
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

RE: Proficient Business System, Inc.
9410132442700

400001476254
-05/04/95--01113--007
*****70.00 *****70.00

Dear Sir or Madam:

Enclosed please find:

- Application for Authority
- Certificate of Good Standing
- payment of \$70.00

Please file and return all related correspondence to my attention at the address listed above.

Please feel free to contact me directly at 1-302-575-0440, with questions regarding the enclosed application.

Sincerely,



Susan P. Rosenthal
Corporate Service Representative

enc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY -5 AM 9:09
5/5/95

**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. PROFICIENT BUSINESS SYSTEMS, 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. DELAWARE 3. 36-398442-2
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 10-13-94 5. perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 05-01-95
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 1323 SUMMIT DR. SUITE A
CHARLESTON WV - 25302
(Current mailing address)
8. COMPUTER SOFTWARE CONSULTANCY and any lawful act or
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
activity for which corporation may be recognized
9. Name and street address of Florida registered agent:
Name: LARRY WOLFE
Office Address: 200 A JOHN KNOX Rd.
TALLAHASSEE, Florida, 32303
(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.

SEE ATTACHED
(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.

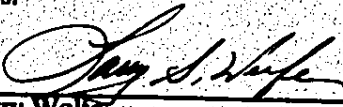
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON
PROCESS MAY BE SERVED.**

In compliance with Section 607.1507, Florida Statutes, the following is
submitted:

First, this Proficient Business Systems, Inc.

desiring to organize under the laws of the state of Florida with its principal place of
business located in the city of Tallahassee, State of
Florida, has named Larry Wolfe located at 200 - A John Knox Road, Tallahassee FL
32303-6643 as its agent for service of process within Florida.

Having been named to accept service of process for the above stated
corporation, at the place designated in this Certificate, I hereby agree to act in this
capacity, and I further agree to comply with the provisions of all statutes relative to
the proper and complete performance of my duties.


Larry Wolfe

4/27/95
Date

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

A. DIRECTORS

Chairman: SADINA VARSHNEY

Address: 1223 Summit Dr. #A
Charleston WV, 25302

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Neeru Kathuria

Address: 3764 Salem Walk So. #B9
Northbrook, IL - 60062

Vice President: Ashish Kathuria

Address: 3764 Salem Walk So. #B9
Northbrook, IL 60062

Secretary: Ratish Varshney

Address: 1323 Summit Dr. #A
Charleston WV- 25302

Treasurer: _____

Address: _____

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

13.

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

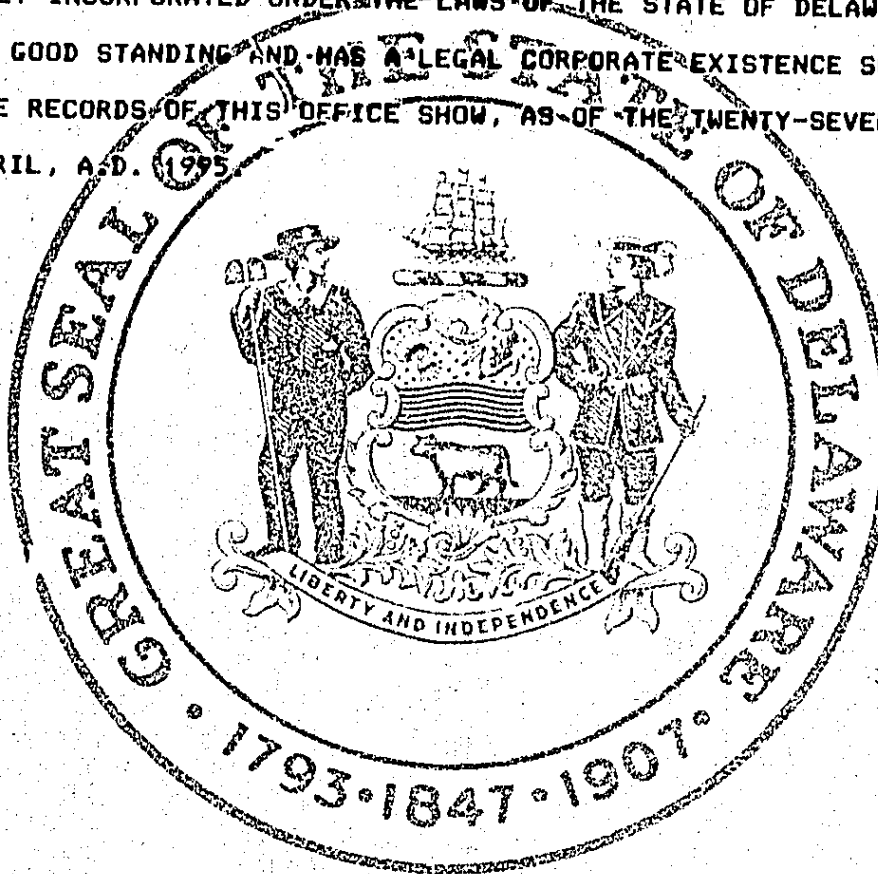
14.

RATISH C. VARSHNEY (SECRETARY)
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PROFICIENT BUSINESS SYSTEMS, INC." 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-SEVENTH DAY OF APRIL, A.D. 1995.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY -5 AM 9:10



Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION:

2442700 8300

DATE: 7486805

950092683

04-27-95