

F9500002354

TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

400001438474
-03/24/95--01020--006
*****70.00 *****70.00

SUBJECT: Baltimore Systems Group, Ltd.
(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:

Ms. Chantel Walker
(Name of Person)
Baltimore Systems Group Ltd.
(Firm/Company)
935 S. Wolfe Street
(Address)
Baltimore, Maryland 21231
(City, State and Zip Code)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
5/15/95 AM 11:34

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

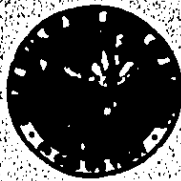
Chantel Walker at (410) 522-7166
(Name of Person) Area Code & Daytime Telephone Number

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



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 24, 1995

**MS. CHANTEL WALKER
BALTIMORE SYSTEMS GROUP, LTD.
935 S. WOLFE STREET
BALTIMORE, MD 21231**

**SUBJECT: BALTIMORE SYSTEMS GROUP, LTD.
Ref. Number: W95000006591**

We have received your document for BALTIMORE SYSTEMS GROUP, LTD. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The use of LIMITED or LTD. is not sufficient as a corporate suffix. The name must include a word such as INCORPORATED, INC., CORPORATION, CORP., COMPANY, or CO.

Section 607.1502(4) or 617.1502(4), Florida Statutes, requires this office to collect a \$500 penalty fee for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the corporation qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$700.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business or conducting affairs in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business or conducting its affairs in Florida prior to the year the application was submitted did not constitute transacting business or conducting affairs pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (904) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 995A00013482

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

THOMAS H. TUKDARIAN, P.A.

ATTORNEY AND COUNSELOR AT LAW

1516 EAST HILLCREST STREET

SUITE 204

ORLANDO, FLORIDA 32803

(407) 994-1888

April 6, 1995

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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DIVISION OF CORPORATIONS
95 MAY 15 AM 11:34

Attention: Lee Rivers

Re: Baltimore Systems Group, Ltd.
Ref. Number: W95000006591

Dear Mr. Rivers:

Pursuant to our recent discussion, enclosed please find the revised application for a foreign corporation to be authorized to do business in the State of Florida. As we discussed, a corporate resolution is enclosed referencing the name to be used in Florida as Baltimore Systems Group, Inc. You indicated that this name would be acceptable and would not require a fictitious name filing. Also, pursuant to applicable Florida Statutes, I am enclosing an affidavit of the President and Director of Baltimore Systems Group, Ltd. explaining the error in the date originally provided for first transacting business in Florida.

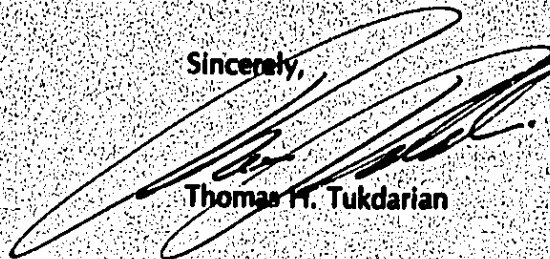
As you can see and as I am sure you are aware a layman's common sense understanding of transacting business is different than the definition provided in the Florida Statutes pertaining to registration of a foreign corporation seeking authorization to transact business in the State of Florida. Although work was performed during 1994, it was limited to work in the form of proposals to seek a contract for work by the client located in Florida. Therefor, in accordance with the definitions of transacting business in Florida provided in Florida Statutes §607.1501, the work performed in 1994 was akin to solicitations for orders for work and isolated transactions in interstate commerce that were not certain to become repeated transaction of a like nature and not transacting business in Florida. Baltimore Systems Group, Ltd., did not actually begin transacting business in the State of Florida, as that term is defined by the applicable Florida Statutes, until January 3, 1995, and an application for authorization for a foreign corporation to transact business in Florida was immediately sought.

Considering the enclosed documentation and the explanation provided above and in the enclosed affidavit we respectfully request that your office waive the annual report and penalty fees referenced in your letter of March 24, 1995, and accept the application for

Florida Department of State
April 6, 1995
Page Two

authorization of a foreign corporation to transact business in Florida. If you have any question or comments please do not hesitate to contact me.

Sincerely,

A handwritten signature in black ink, appearing to read 'Thomas H. Tukdarian', written over a horizontal line.

Thomas H. Tukdarian

THT/em
encl

AFFIDAVIT

STATE OF MARYLAND
CITY OF BALTIMORE

Before me the undersigned authority, personally appeared JEFFREY A. SCHRAEDER, who was sworn and attests to the following:

1. That he is the President and Director of BALTIMORE SYSTEMS GROUP LTD., a Maryland corporation, which is applying for authority to do business in the State of Florida as a foreign corporation as BALTIMORE SYSTEMS GROUP, INC.

2. That the Application by Foreign Corporation for Authorization to Transact Business in Florida was originally submitted with an error pertaining to the date first transacted business in Florida (line #6 of the application). In providing the date in the original application, the undersigned did not refer to Florida Statutes §§607.1501 and 607.1502 for purposes of defining and determining the date.

3. That the corporation, BALTIMORE SYSTEMS GROUP, LTD., had conducted business in the State of Florida during 1994, however, the work was all a series of short term pilot projects which were proof of concept in nature and therefor isolated transactions of short term duration. During 1994 it was not known whether the proof of concept pilot projects were going to be accepted and carried forward by the client located in the State of Florida. It was not until the beginning of 1995, just prior to the original filing of the application that it was determined that the work in Florida would be accepted by the client and a contract for work would actually be entered. The proof of concept pilot projects were in the nature of a proposal for work to be performed and not work in the nature of repeated transactions.

4. That the corporation, BALTIMORE SYSTEMS GROUP, LTD., actually did not first transact business in Florida as the undersigned to the best of his knowledge and ability

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understand the term as defined in Florida Statutes, §§607.1501 and 607.1502, until January 3, 1995.

FURTHER AFFIANT SAYETH NOT.

Jeffrey A. Schraeder
JEFFREY A. SCHRAEDER

Sworn and subscribed before me on ^{MAY} ~~April~~ 4, 1995, by Jeffrey A. Schraeder who is personally known ☒ or produced identification ☐. Type of identification produced _____.

J. Camille Parker
Notary Public
Notary Public, State of Florida
My Commission Expires Aug. 10, 1995
Bonded Thru Troy Fain - Insurance Inc.

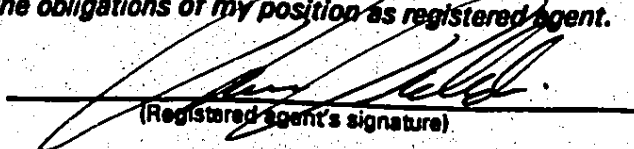
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

**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. Baltimore Systems Group, Ltd. a 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 3. 52-1654554
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 10-24-89 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. July 1, 1994
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))
7. 935 S. Wolfe Street
Baltimore, Maryland 21231
(Current mailing address)
8. Consulting
(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: Thomas H. Tukdarian PA
Office Address: 1516 East Hillcrest St. Sk 204
Orlando, Florida, 32803
(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.

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DIVISION OF CORPORATIONS
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12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: JERRY A. SUMMERS

Address: 201 E. BALTIMORE ST.

BALTIMORE MD 21231

Director: ROBERT G. HUNTER

Address: 1314 CHRISTOPHER CT.

BEL AIR MD 21014

B. OFFICERS

President: Jeff Schraeder

Address: 2104 East Baltimore St.

Baltimore MD 21231

Vice President: Robert Hunter

Address: 1314 Christopher Ct

Bel Air, Maryland 21014

Secretary: Kanne Crockett

Address: 2104 East Baltimore St.

Baltimore, MD 21231

Treasurer: _____

Address: _____

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.

Robert G. Hunter, Vice President

(Typed or printed name and capacity of person signing application)

STATE OF MARYLAND

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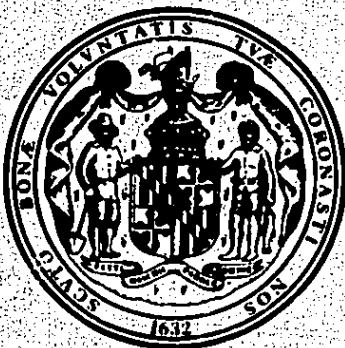
DEPARTMENT OF ASSESSMENTS AND TAXATION

301 West Preston Street Baltimore, Maryland 21201

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STATE
SECRETARY OF CORPORATIONS
DIVISION
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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 BALTIMORE SYSTEMS GROUP, LTD. 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.



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 8TH DAY OF MARCH, 1995.

Nancy Grueninger
NANCY GRUENINGER
ADMINISTRATIVE OFFICER

TUKDARIAN & UNCAPHER, P.A.
ATTORNEYS AND COUNSELORS AT LAW

THOMAS H. TUKDARIAN
KENNETH R. UNCAPHER

537 NORTH MAGNOLIA AVENUE
POST OFFICE BOX 949
ORLANDO, FLORIDA 32803

TELEPHONE (407) 426-7886
FAX (407) 423-2842

F95000002354
JUN 30 1997

Florida Department of State, Secretary of State VIA FED EX
Division of Corporations
409 East Gaines Street
P.O. Box 1500
Tallahassee, Florida 32399

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Re: Annual Report and Application for Amendment - Entier Corporation

To Whom It May Concern:

In response to your letter of June 3, 1997, enclosed please find the Annual Corporate Report and Filing Fee, the original Application by Foreign Corporation to File Amendment to Application for Authorization to Transact Business in Florida, certified copy of the Amendment to the Articles of Incorporation reflecting the name change from the State of Maryland, and the filing fee of \$35 for the amendment filing fee. I am also enclosing a copy of your letter of June 3, 1997, for your reference.

Please accept the Annual Filing Fee and record the name change in Florida. If anything further is required please do not hesitate to contact me. The address, telephone number and fax number are provided in the letterhead. Thank you for your attention to this matter.

Sincerely,


Thomas H. Tugdarian

THT/em
encl

cc: Entier

nc

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JUL 8 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 3, 1997

BALTIMORE SYSTEMS GROUP, LTD. A CORPORATION
935 S. WOLFE STREET
BALTIMORE, MD 21231

SUBJECT: BALTIMORE SYSTEMS GROUP, LTD. A CORPORATION
Ref. Number: F95000002354

Please be advised, we have received your document for the above corporation; however, the document **has not been filed** and is being returned for the following:

The records of the Division of Corporations do not reflect a name change has been filed for this corporation as indicated on the enclosed annual report. This report cannot be filed under the new name until an amendment has been filed. For your convenience, enclosed are the instructions and/or forms to change the name. Please return the amendment and annual report together to the address indicated. 3

The amendment filing fee is \$35.

TO AVOID THE \$385.00 LATE FEE, PLEASE RETURN THE CORRECTED REPORT TO THIS OFFICE WITHIN 30 DAYS OF THE DATE OF THIS LETTER.

After the corrections have been made, please return the report to: Division of Corporations, P.O. Box 1500, Tallahassee, Florida 32302-1500 within 30 days from the date of this letter.

If you have additional questions or need further assistance, please call the Division of Corporations at (904) 488-9000.

ANNUAL REPORTS SECTION

Letter number: 297A00029824

/rw

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

1. BALTIMORE SYSTEMS GROUP, LTD. A Corporation
Name of corporation as it appears on the records of the Department of State.
2. MARYLAND 3. May 15, 1995
Incorporated under laws of Date authorized to do business in Florida

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DIVISION OF CORPORATIONS
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SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? JUNE 26, 1996
5. ENTER CORPORATION
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.
- _____
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
- _____
New Jurisdiction

H. M. Marsh, Jr.
Signature

6/27/97
Date

HOWARD M. MARSH, JR.
Typed or printed name

Secretary / Treasurer
Title

ARTICLES OF AMENDMENT
OF
BALTIMORE SYSTEMS GROUP, LTD.
CHANGING ITS NAME TO:
ENTIER CORPORATION

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 20, 1996 AT 12:26 O'CLOCK P. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED

ORGANIZATION AND
CAPITALIZATION FEE PAID

RECORDING
FEE PAID

SPECIAL
FEE PAID

\$ _____

\$ 20.00

\$ _____

02889731

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

WEINBERG & GREEN
MARSHALL PAUL
100 SOUTH CHARLES STREET
BALTIMORE MD 21201

004C3106288

527625

STATE OF MARYLAND

I hereby certify that this is a true and correct copy of the
page document on file in this office. RECORDED
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
AND TAXATION OF MARYLAND IN LURE, FOLIO
This stamp replaces our previous certification system. Custodian
Effective: 6/96

4-203100/24/51
1972410311-14/51

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

6/8/96 at *12:26 p.m.*
BALTIMORE SYSTEMS GROUP, LTD.

RECEIVED
JUN 26 12 26

ARTICLES OF AMENDMENT

THIS IS TO CERTIFY THAT:

FIRST: The charter of Baltimore Systems Group, Ltd., a Maryland corporation (the "Corporation"), is hereby amended by deleting existing Article Second in its entirety and adding a new article to read as follows:

"Second: The name of the corporation is Entier Corporation."

SECOND: The amendment to the charter of the Corporation as set forth above has been duly advised by the board of directors and approved by the stockholders of the Corporation as required by law.

THIRD: The undersigned President acknowledges these Articles of Amendment to be the corporate act of the Corporation and as to all matters or facts required to be verified under oath, the undersigned President acknowledges that to the best of the President's knowledge, information and belief, these matters and facts are true in all material respects and that this statement is made under the penalties for perjury.

IN WITNESS WHEREOF, the Corporation has caused these Articles to be signed in its name and on its behalf by its President and attested to by its Secretary on this *26th* day of June, 1996.

ATTEST:

BALTIMORE SYSTEMS GROUP, LTD.

Janne D. Crockett
Janne Crockett, Secretary

By: *Jeffrey A. Schneider*
Jeffrey A. Schneider, President