

.. 08-15-95 04:39PM

TO 68138217565

P003

**F95000004090**

TO: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: Phoenix Systems Ltd. Corp.  
(Name of corporation - must include suffix)

W15-16896

P 311

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:

Robert P. Gordon

(Name of Person)

Phoenix Systems Ltd. Corp.

(Firm/Company)

100 Second Avenue South, Suite 1100

(Address)

St. Petersburg, FL 33701

(City/State/Zip)

700001569187  
-08/25/95--01006--004  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

FILED  
SECRET  
8-23  
8-23  
8-23

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

Robert P. Gordon

(Name of Person)

at ( 813 ) 894-8021

(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 Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

August 22, 1995

KATHERINE J. BOZURICH  
PHOENIX SYSTEMS LTD. CORP.  
100 2ND AVE. S. #1100  
ST. PETERSBURG, FL 33701

SUBJECT: PHOENIX SYSTEMS LTD. CORP.  
Ref. Number: W95000016896

We have received your document for PHOENIX SYSTEMS LTD. CORP. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the CORPORATE SPECIALIST indicated.

Please list the Federal Employer Identification number in the appropriate section of the application. If applied for, enter "applied for", or if not applicable, enter "N/A".

The entity's period of duration must be listed on the application. Please insert the word "perpetual", if a specific date of dissolution or term of existence has not been specified.

Section 607.1502(4), 617.1502(4) or 608.502(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 entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$1200.00.

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



FLORIDA DEPARTMENT OF STATE

Sandra B. Morham

Secretary of State

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) 487-6094.

Doug Dickinson  
Document Specialist

Letter Number: 695A00039216

## RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Jimmie Holder, do hereby certify  
that this Resolution of the Board of Directors of Phoenix Systems Ltd.,  
a corporation duly organized and existing under the laws of ~~the State of~~ Bermuda,  
was duly adopted on August 23, 19 95.

Resolved, that Phoenix Systems Ltd., organized  
and existing in ~~the State of~~ Bermuda, hereby adopts the  
name Phoenix Systems Limited Corp. for use in Florida.

Dated: August 23, 1995



Signature of at least one ~~Director~~ Officer

## AFFIDAVIT

On this day personally appeared before me, the undersigned officer duly authorized to administer oaths and take acknowledgements Jimmie Holder  
(Officer name)

who after having first been duly sworn, upon oath deposes and says as follows:

1. I am Vice-President of Finance and Administration  
(capacity) (corporation name)  
a corporation organized under the laws of Bermuda  
(state/country)
2. The "Application by Foreign Corporation for Authorization to Transact Business in Florida", submitted to the Florida Department of State, contained erroneous information.
3. Phoenix Systems Ltd. has not transacted business in  
(corporation name)  
the State of Florida. The date of June, 1994, as stated in section six (6) of its  
(erroneous date)  
application is erroneous. The previous activities conducted within the State of Florida by said corporation did not constitute the transaction of business pursuant to section 607.1501, Florida Statutes.
4. The correct date the corporation shall begin conducting its affairs in Florida shall be upon qualification by the Florida Department of State.

Jimmie Holder  
XXXXXXXX/OFFICER

On this 23rd day of August, 19 95, James Holder  
personally appeared before me,

- ☒ who is personally known to me  
☐ whose identity I proved on the basis of \_\_\_\_\_

My Commission Expires: 12-14-95

Seal

Notary Public  
State of Florida at Large  
My Commission Expires  
December 14, 1995

Carol S. Hayes  
Notary Public Signature

CAROL S. HAYES  
Notary's Printed Name

**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. Phoenix Systems Ltd.  
(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. Bermuda  
(State or country under the law of which it is incorporated)
3. 59-3291454  
(Fed. number, if applicable)
4. 9/27/93  
(Date of Incorporation)
5. Perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. June, 1994  
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 100 Second Avenue South, Suite 1100  
St. Petersburg, FL 33701  
(Current mailing address)
8. Parent company, Phoenix Information Systems Corporation, is a registered FL corp., PSL is it's marketing arm.  
(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: (P.O. Box or Mail Drop Box **NOT** acceptable)

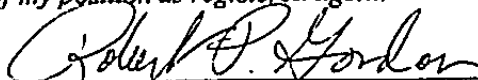
Name: Robert P. Gordon

Office Address: 100 Second Avenue South, Suite 1100

St. Petersburg, , Florida, 33701  
(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.

12. Names and addresses of officers and/or directors: (Street address **ONLY**- P. O. Box **NOT** acceptable)

**A. DIRECTORS** (Street address only- P. O. Box **NOT** acceptable)

Chairman: SEE ATTACHED LIST OF OFFICERS AND DIRECTORS

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

**B. OFFICERS** (Street address only- P. O. Box **NOT** acceptable)

President: \_\_\_\_\_

Address: \_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_


Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

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 P. Gordon, Chairman  
(Typed or printed name and capacity of person signing application)

**LISTING OF DIRECTORS OF PHOENIX SYSTEMS LIMITED CORP.**

**DIRECTORS**

Robert P. Gordon  
234 21st Avenue NE  
St. Petersburg, FL 33704

Xenophon L. Sanders  
2700 Cordora Way South  
St. Petersburg, FL 33712

Vincent P. Gordon  
Hong Kong Parkview, Tower 4  
Apt. #1631  
88 Tai Tam Rd. Level 4  
Hong Kong

Michael J. Mello  
Reed House, 31 Church Street  
Hamilton HM 12  
Bermuda

Peter D. Martin  
Reed House, 31 Church Street  
Hamilton HM 12  
Bermuda

**OFFICERS**

**Chairman**  
Robert P. Gordon  
234 21st Avenue NE  
St. Petersburg, FL 33704

**President and COO**  
Xenophon L. Sanders  
2700 Cordora Way South  
St. Petersburg, FL 33712

**Vice President - Sales and Marketing**  
Joseph M. Avila  
1931 Kentucky Avenue  
St. Petersburg, FL 33703

FILED  
SECURITY DIVISION  
95 AUG 23 7:11:53



**LISTING OF DIRECTORS OF PHOENIX SYSTEMS LIMITED CORP.**

**Secretary/Treasurer**

Vincent P. Gordon  
Hong Kong Parkview, Tower 4  
Apt. #1631  
88 Tai Tam Rd. Level 4  
Hong Kong

**Vice President - Finance and Administration**

Jimmie Holder  
8453 Merrill Circle  
Largo, FL 34647

**Assistant Secretary**

Peter D. Martin  
Reed House, 31 Church Street  
Hamilton HM 12  
Bermuda

**Vice President - Operations**

Larry E. McGee  
3700 Ninth Avenue North, Box #24  
St. Petersburg, FL 33713

**Vice President - Product Marketing**

Judith A. Schafers  
165 Fourth Avenue North  
Tierra Verde, FL 33715

95 AUG 23 AM 11:53  
SECRETARY/TREASURER  
DIVISION OF PHOENIX SYSTEMS



BERMUDA

MINISTRY OF FINANCE

## CERTIFICATE OF COMPLIANCE

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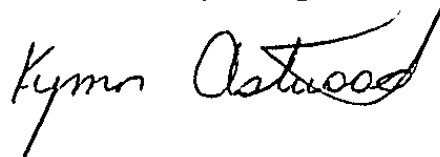
I, Kymn Astwood, REGISTRAR OF COMPANIES of the Islands of Bermuda,  
do hereby certify that

### PHOENIX SYSTEMS LTD.

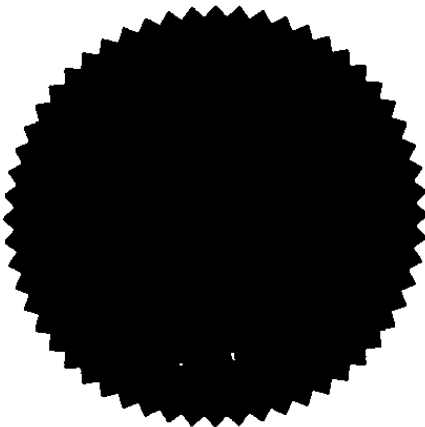
is a Company duly organized and existing under and by virtue of the Laws of the  
Islands of Bermuda, and that the Company is, at the date of this Certificate, duly  
authorised to exercise therein all of the powers vested in that Company.

IN WITNESS WHEREOF I have  
set my hand and affix my Official

Seal this 16th day of August, 1995.



Mr. Kymn Astwood  
REGISTRAR OF COMPANIES



RECEIVED  
95 AUG 23 PM 3:21  
MINISTRY OF FINANCE