

TRANSMITTAL LETTER

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

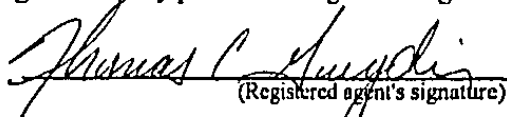
APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA

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. MAGNA SOFTWARE 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. NEW YORK 3. 13-2971913
(State or country under the law of which it is incorporated) (FBI number, if applicable)
4. 12/4/78 5. N/A
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. August 1, 1995
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 275 Seventh Avenue
New York, NY 10001
(Current mailing address)
8. Develop software
(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: Thomas Gwydir
Magna Software Corporation
Office Address: 112 West Adams Street #1312
Jacksonville, FL 32207
, Florida, (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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Kent E. Lawson

Address: 39 Holiday Point Road

Sherman, CT 06784

Vice President: _____

Address: _____

Secretary: Margarette Lawson-Hann

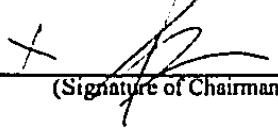
Address: 5615 Woodcrest Drive

Edina, MN 55424

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)

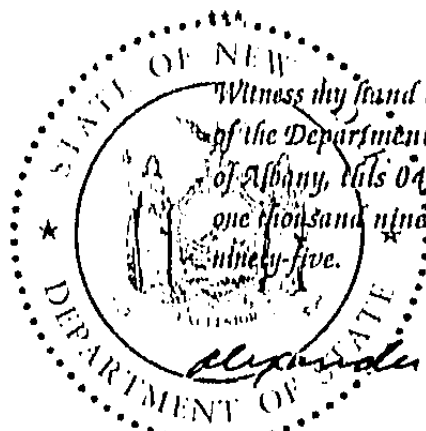
14. Kent E. Lawson, President
(Typed or printed name and capacity of person signing application)

State of New York | ss:
Department of State

I hereby certify, that the certificate of incorporation of MAGNA SOFTWARE CORPORATION was filed on 12/04/1970, under the name of MAGNA BUSINESS SYSTEMS CORPORATION, with perpetual duration, and that I have made a diligent examination of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, I find no such certificate, order or record, and that no far as indicated by the records of this Department, such corporation is a subsisting corporation.

A Certificate of Amendment MAGNA BUSINESS SYSTEMS CORPORATION, changing name to MAGNA SOFTWARE SYSTEMS CORPORATION, was filed 09/18/1986.

A Certificate of Amendment MAGNA SOFTWARE SYSTEMS CORPORATION, changing name to MAGNA SOFTWARE CORPORATION, was filed 02/26/1987.



Secretary of State

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SECRET
DEPARTMENT OF STATE
DIVISION OF CONCORDANCE
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11 2:53

MAGNA
SOFTWARE CORPORATION

F95 000004171

September 2, 1996

Division of Corporations
PO Box 6327
Tallahassee, Fla. 32314

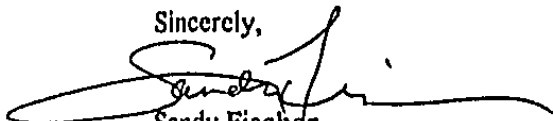
To whom it may concern:

F95-4171

Please be advised that as of January 1, 1996 Magna Softwares' FEI number has been changed. Please correct the Corporation Annual Report to reflect FEI number 13-3788323.

Thank you for your cooperation.

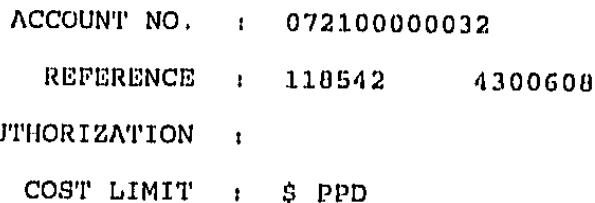
Sincerely,


Sandy Fischer
Finance Administrator

upd 10/2 98

142-4111

F 95000004171



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96 OCT 18 AM 11:34
SECRETARY OF STATE
TALLAHASSEE
FLORIDA DIVISION OF CORPORATION

RECEIVED
OCT 18 AM 11:34
ING
Chang
w/Amendment
10/24/96
DC

FRANKFURT, GARBUS, KLEIN & SELZ

A PROFESSIONAL CORPORATION
ATTORNEYS AT LAW
400 MADISON AVENUE
NEW YORK, NEW YORK 10028

(212) 980-0120

FACSIMILE

(212) 503-9170

(212) 700-7004

DIRECT DIAL NUMBER

---826-5587

ARTHUR I. KLEIN (1939-1995)
MARTIN GARBUS
MICHAEL A. FRANKFURT
THOMAS D. SELZ
ARTHUR J. DIMMUND
ROBERT N. KOLEMAN
MICHAEL D. WISE
RICHARD KILGINT
RICHARD B. KELLY
JERROLD B. SPIEGEL
BERNARD E. SINGLETON
RICHARD HOFFSTEINER
EDWARD H. HUBENTHAL
MAURA J. WOODAN
INA SCHNECK
BETH D. GELULUM
NANCY A. HOGG
MURIEL A. SMITH
LISA E. DAVID
DAVID D. MCELROY
JILL N. GOLDSTEIN
CANDICE STEIN KERRIN
JOSEPH J. DAPELLO
HEIDI K. FREUND
WILLIAM NIK

JAIME M. WILP
DAVID V. ATLAS
TIMOTHY M. GRAIN
AMY A. GIBINIC
EVAN M. UDELL
KRYHAN GARBUS
JEANNE HAMBURG
MICHAEL J. LUISI
ELIZABETH QUINN PEARCE
EDWARD HENNSTADT
M. KILBURG REEDY
MICHAEL M. WILLIAMS
MANCO MATHEIASI
BRIAN WINNIE MURPHY
MONICA ADAM MEDINA
RAHUNA I. PADWA

DOUGNEL
RONALD S. KONECKY
STUART SILVER
ANTHONY A. FINNER
ROBERT P. PRIN

October 23, 1996

Florida Secretary of State
Corporate Division
Tallahassee, Florida

Re: Magna Software Corporation n/k/a M8 Corporation

Dear Sir/Madam:

We are the attorneys for Magna Software Corporation now known as M8 Corporation (the "Corporation"), a New York corporation qualified to do business in the State of Florida. The Florida qualification number is F95000004171.

Please be advised that the Federal Identification Number provided to you for the Corporation was incorrect. The correct Federal Identification Number is 13-2971913. Please change your records accordingly.

Sincerely,



Michael R. Williams

MRW/gmf



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RESUBMIT

Please give original
submission date as file date.

October 18, 1996

CSC NETWORKS
DANNY SMITH

FILE FIRST

SUBJECT: MAGNA SOFTWARE CORPORATION
Ref. Number: F95000004171

We have received your document for MAGNA SOFTWARE CORPORATION and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

An original, duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

PLEASE VERIFY THE FEI#. WE SHOW 13-3788323 BEING THE FEI # AND LINE #1 OF THE AMENDED APPLICATION IS SHOWING 13-2971913. PLEASE CORRECT DOCUMENTS ACCORDINGLY.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6906.

Darlene Connell
Corporate Specialist

Letter Number: 796A00048285

(Pursuant to s. 607.1504, F.S.)

(1-3 MUST BE COMPLETED)

2. New York
Incorporated under laws of

3. August 28, 1995
Date authorized to do business in Florida

(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? February 7, 1996

5. M8 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. N/A

New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction. N/A

New Jurisdiction

Signature

10/8/96
Date

Kent E. Lawson
Typed or printed name

President
Title

FILED
96 OCT 18 PM 3:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of New York
Department of State | ss:

I hereby certify, that the certificate of incorporation of MB CORPORATION was filed on 12/04/1970, under the name of MAGNA BUSINESS SYSTEMS CORPORATION, with perpetual duration, and that a diligent examination has been made of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation. I further certify the following:

A Certificate of Amendment MAGNA BUSINESS SYSTEMS CORPORATION, changing name to MAGNA SOFTWARE SYSTEMS CORPORATION, was filed 09/18/1986.

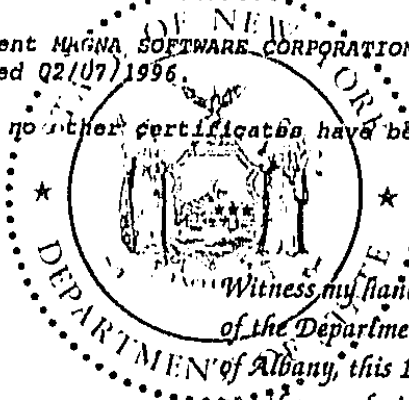
A Certificate of Amendment MAGNA SOFTWARE SYSTEMS CORPORATION, changing name to MAGNA SOFTWARE CORPORATION, was filed 02/26/1987.

A Certificate of Amendment was filed on 11/26/1993.

A Biennial Statement was filed 01/31/1994.

A Certificate of Amendment MAGNA SOFTWARE CORPORATION, changing name to MB CORPORATION, was filed 02/07/1996.

I further certify, that no other certificates have been filed by such corporation.



Witness my hand and the official seal
of the Department of State at the City
of Albany, this 17th day of October
one thousand nine hundred and
ninety-six.

Special Deputy Secretary of State