

TRANSMITTAL LETTER

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09/14/95-00017-009
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1090. 1091. 1092.

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.

(City, State and Zip Code)

Area Code & Daytime Telephone Number

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

FILED
95 SEP 13 AM 8:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 25, 1995

SUSAN A. BABASH
NEXUS SOFTWARE, INCORPORATED
4020 WESTCHASE BLVD., #220
RALEIGH, NC 27607

SUBJECT: NEXUS SOFTWARE, INCORPORATED
Ref. Number: W95000014932

We have received your document for NEXUS SOFTWARE, INCORPORATED, however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$70.00.

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 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) 487-6093.

Freta Lott
Corporate Specialist Supervisor

Letter Number: 095A00035334

**Special Meeting of the Board of Directors of
Nexus Software, Incorporated**

A special meeting of the Board of Directors of Nexus Software, Incorporated, organized and existing under and by virtue of the laws of the State of North Carolina, was held on the 1st day of Sept., 1995, pursuant to a consent to hold such meeting without prior notice, such consent indicated by the signature(s) of all Directors to these minutes.


There were present at the meeting the following Directors, constituting all of the Directors of the Corporation:

Philip Lippard
Tom McFarland
James E. Bradley, Jr.
Paul Kaperdal

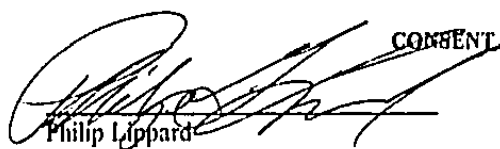
The chairman announced that the first order of business was to designate an alternate name for use in the state of Florida. Motion was made, seconded and it was unanimously:

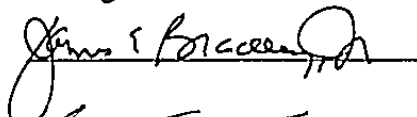

RESOLVED, that for the purpose of conducting business in the state of Florida, the Corporation adopt the name "Nexus Software of North Carolina, Incorporated".

There being no further business to come before the meeting, it was, upon motion duly made, seconded and unanimously adopted, adjourned.


Secretary

CONSENT TO HOLD SPECIAL MEETING


Philip Lippard

**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. Nexus Software, Incorporated
(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. North Carolina
(State or country under the law of which it is incorporated)
3. Fed # 56-1469651
(FEI number, if applicable)
4. June 1, 1985
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. July 10, 1995
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))
7. 4020 WestChase Blvd. Ste 220
Raleigh, NC 27607
(Current mailing address)
8. Research and Development of 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:**
Name: Charles N. Warren
Office Address: 100 E. Linton Blvd. Ste 304A
Delray Beach, Florida, 33483
(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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SEP 13 AM 8:51
TALLAHASSEE, FLORIDA

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: Jamen Bradley

Address: 2501 Wooten Blvd.
Wilson, NC 27893

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Philip Lippard

Address: 4020 WestChase Blvd.
Raleigh, NC 27607

Vice President: _____

Address: _____

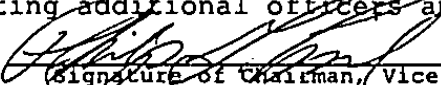
Secretary: _____

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. Philip Lippard President
(Typed or printed name and capacity of person signing application)

SEP 12 4 18 51
TALLAHASSEE, FLORIDA

STATE OF NORTH CAROLINA



Department of The
Secretary of State

CERTIFICATE OF EXISTENCE

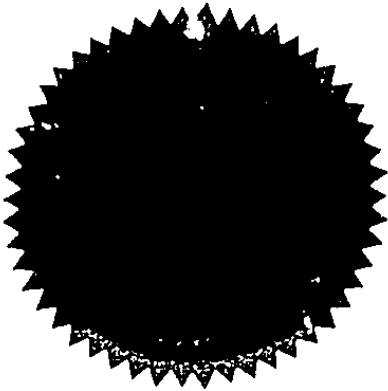
I, RUFUS L. EDMISTEN, *Secretary of State of the State of North Carolina*, do hereby certify that

NEXUS SOFTWARE, INCORPORATED

is a corporation duly incorporated under the laws of the State of North Carolina, having been incorporated on the 31st day of May, 1985, with its period of duration being perpetual.

I FURTHER certify that the said corporation's articles of incorporation are not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said corporation is not administratively dissolved for failure to comply with the provisions of the North Carolina Business Corporation Act; that its most recent annual report required by G.S. 55-16-22 has not yet been delivered to the Secretary of State; and that the said corporation has not filed articles of dissolution as of the date of this certificate.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 30th day of June, 1995.



Rufus L. Edmisten

Secretary of State