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ACCOUNT NO. : 072100000032
REFERENCE : 742174 9171A
AUTHORIZATION :
COST LIMIT : PREPAID

FILED STATE
SECRETARY OF CORPORATIONS
95 NOV 21 PM 3:30

ORDER DATE : November 21, 1995

ORDER TIME : 10:50 AM

ORDER NO. : 742174

CUSTOMER NO: 9171A

CUSTOMER: Caryn J. Clayman, Esq.
Ponessa & Walzer, P.A.
Suite 201
7015 Beracasa Way
Boca Raton, FL 33433

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-11-21/95--01077--022
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FOREIGN FILINGS

NAME: SILICON SOFTWARE, INC.

XX PROFIT
NON-PROFIT

XX CORPORATE
LIMITED PARTNERSHIP

XX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

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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. Silicon Software, 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. Massachusetts
(State or country under the law of which it is incorporated)
3. 04-3181330
(FEI number, if applicable)
4. October 19, 1992
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. November 1995
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 22 Wayside Lane
Ashland, MA 07121
(Current mailing address)
8. See attached statement
(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 C. Walser, Esq.
Office Address: 7015 Beracasa Way, Suite 201
Boca Raton, Florida, 33433
(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.

Thomas C Walser
(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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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: Victoria McEnroe

Address: 22 Wayside Lane

Ashland, MA 07121

Director: _____

Address: _____

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

President: Victoria McEnroe

Address: 22 Wayside Lane

Ashland, MA 07121

Vice President: Victoria McEnroe

Address: 22 Wayside Lane

Ashland, MA 07121

Secretary: Paul G. Roberts

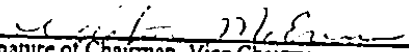
Address: 15 Linn Lane

Wayland, MA 01788

Treasurer: Victoria McEnroe

Address: 22 Wayside Lane, Ashland, MA 07121

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

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93 NOV 21 PM 3:30

11-07-1995 04:37PM FROM WALSER, P.A.

TO

15164977803215 P.05

Silicon Software, Inc.

Attachment to: Application by Foreign Corporation for Authorization
To Transact Business in Florida

8. Purpose of Corporation

- a) Develop, document, market, maintain, modify, and otherwise deal in computer software programs and systems for the operation of computer hardware and other equipment and for any and all other purposes and functions.
- b) Any business or other activity which may lawfully be carried on by a business organized under the Massachusetts Business Corporation Law.

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William Francis Galvin
Secretary of the
Commonwealth

The Commonwealth of Massachusetts

Secretary of the Commonwealth

State House, Boston, Massachusetts 02133

November 16, 1995

TO WHOM IT MAY CONCERN:

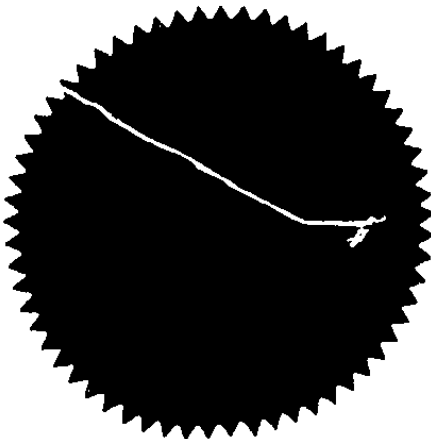
I hereby certify that according to the records of this office

Silicon Software, Inc.

is a domestic corporation organized on October 22, 1992, under the General Laws of the Commonwealth of Massachusetts.

I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156B section 101 for said corporations dissolutions; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.

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In testimony of which,
I have hereunto affixed the
Great Seal of the Commonwealth
on the date first above written.

William Francis Galvin

Secretary of the Commonwealth

* This is not a tax clearance. Certificates certifying that all taxes due and payable by the corporation have been paid or provided for are issued by the Department of Revenue.

NEM