

1-9500005871
TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Successware, Inc.
(Name of corporation - must include suffix)

700001652907
-12/05/95--01033--005
***1200.00 ***1200.00

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:

Christine Margraf
(Name of Person)

W95- 22258

McCarthy, Leonard, Etal
(Firm/Company)

500001632385
-11/08/95--01085--001
*****70.00 *****70.00

16141 N. Outer Forty Drive, Suite 300
(Address)

Chesterfield, Missouri 63017
(City/State/Zip)

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

Christine Margraf
(Name of Person)

at (314) 532-7100
(Area Code & Daytime Telephone Number)

8/12/4
95 DEC -4
10:05
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

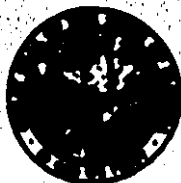
COURIER ADDRESS:

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

Name conflict
P95-28969



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 9, 1995

CHRISTINE MARGRAF
MCCARTHY, LEONARD, ET AL
16141 N OUTER FORTY DRIVE, SUITE 300
CHESTERFIELD, MO 63017

SUBJECT: SUCCESSWARE, INC.
Ref. Number: W95000022258

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
95 DEC -4 AM 10:06

We have received your document for **SUCCESSWARE, INC.** and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

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 **DOCUMENT SPECIALIST** indicated.

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 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 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) 487-6095.

**Jennifer Sindt
Document Examiner**

Letter Number: 495A00049969

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Dick Osgood, do hereby certify
that this Resolution of the Board of Directors of Successware, Inc.,
a corporation duly organized and existing under the laws of the State of Missouri,
was duly adopted on November 30, 1995.

Resolved, that Successware, Inc., organized
and existing in the State of Missouri, hereby adopts the
name Successware, Inc. of Missouri for use in Florida.

Dated: November 30, 1995

Richard V. Osgood 11/30/95
Signature of at least one director

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC -4 AM 10:06

**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. Successware, 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. Missouri
(State or country under the law of which it is incorporated)
3. 43-1661275
(FEL number, if applicable)
4. 12-16-93
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. 1-01-94
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 11330 St. John's Parkway
Jacksonville, FL 32216
(Current mailing address)
8. To provide Software products and services
(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: Terri Carver
Office Address: 11330 St. John's Parkway
Jacksonville, Florida, 32216
(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.

Terri Carver
(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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC -4 AM 10:06

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: John Young

Address: 13950 Switzer, Overland Park, Kansas 66221

Vice Chairman: _____

Address: _____

Director: Peter Franck

Address: 4908 Goshatt Drive,

Birmingham, AL 35244

Director: Dick Osgood

Address: 11330 St. John's Parkway

Jacksonville, FL 32216

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

President: Dick Osgood

Address: 11330 St. John's Parkway

Jacksonville, FL 32216

Vice President: Deb Stojeba

Address: 330 South Maple Avenue

Webster Groves, MO 63119

Secretary: Roy Powell

Address: 14136 Ivygail Drive North

Jacksonville, FL 32225

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. Dick Osgood, President
(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC -4 AM 10:06

STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

CORPORATION DIVISION

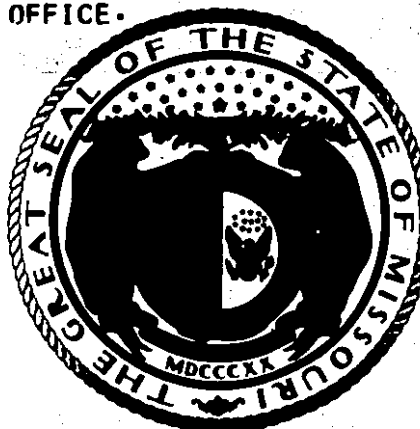
CERTIFICATE OF CORPORATE GOOD STANDING

I, REBECCA McDOWELL COOK, SECRETARY OF STATE OF THE STATE OF MISSOURI, DO HEREBY CERTIFY THAT THE RECORDS IN MY OFFICE AND IN MY CARE AND CUSTODY REVEAL THAT
SUCCESSWARE, INC.

WAS INCORPORATED UNDER THE LAWS OF THIS STATE ON THE 16TH DAY OF DECEMBER, 1993, AND IS IN GOOD STANDING, HAVING FULLY COMPLIED WITH ALL REQUIREMENTS OF THIS OFFICE.

IN TESTIMONY WHEREOF, I HAVE SET MY HAND AND IMPRINTED THE GREAT SEAL OF THE STATE OF MISSOURI, ON THIS, THE 2ND DAY OF NOVEMBER, 1995.

Rebecca McDowell Cook
Secretary of State



95 DEC -4 AM 10:06
SECRETARY OF STATE
DIVISION OF CORPORATIONS