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TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

700001681007
-11/07/95--01070--007
***400.00 ***400.00

SUBJECT: Maplecrest Software Development, Inc.
(Name of corporation - must include suffix)

500001650325
-11/30/95--01078--001
***1000.00 ***1000.00

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:

Robin Hirschfield
(Name of Person)

Maplecrest Software Development
(Firm/Company)

11 Lake Ave., Ext.
(Address)

Danbury, CT 06811
(City, State and Zip Code)

400001603194
-10/06/95--01038--007
*****70.00 *****70.00

0995-12975

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

Rosemary DeMilo at (203) 852 - 8979
(Name of Person) Area Code & Daytime Telephone Number

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JAN -2 AM 10:14

mtm

COURIER ADDRESS:
Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

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



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 30, 1995

ROBIN HIRSCHFIELD
% MAPLECREST SOFTWARE DEVELOPMENT
11 LAKE AVE.
DANBURY, CT 06811

SUBJECT: MAPLECREST SOFTWARE DEVELOPMENT, INC.
Ref. Number: W95000019975

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DIVISION OF CORPORATIONS
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We have received your document for **MAPLECREST SOFTWARE DEVELOPMENT, INC.** and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

We have received your penalties fees, that part is finished. But the sheet you have from Department of Revenue is not what we need in order for the certificate of existence. I have enclosed a copy of a certificate of existence from the State of Connecticut for your convenience. We would need and original certificate of existence.

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) 487-6097.

Michael Mays
Document Specialist

Letter Number: 695A00052326



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 9, 1995

ROBIN HIRSCHFIELD
% MAPLECREST SOFTWARE DEVELOPMENT
11 LAKE AVE.
DANBURY, CT 06811

SUBJECT: MAPLECREST SOFTWARE DEVELOPMENT, INC.
Ref. Number: W95000019975

95 JAN -2 AM 10:14

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

We have received your document for MAPLECREST SOFTWARE DEVELOPMENT, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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 \$2400.00.

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) 487-6097.

Michael Mays
Document Specialist

Letter Number: 795A00045524

Man
FRANK J. DEMILO

Certified Public Accountant

P.O. BOX 24

NORWALK, CONNECTICUT 06856

(203) 852-8979

October 26, 1995

Michael Mays
Florida Department of State
Division of Corporations
P. O. Box 6307
Tallahassee, FL 32314

Re: Maplecrest Software Development, Inc.
Reference #W95000019975

Dear Mr. Mays:

I am the accountant for the above named taxpayer and have filled out their applications to do business in Florida. Per our conversation, I have enclosed all Federal Form 1120's filed to date and a check payable to Florida Department of the State for \$400.00 representing the Florida Annual Report payments for 1993 and 1994.

I regret the late filing of the Application by Foreign Corporation for Authorization to transact business in Florida. The above named taxpayer, who's tax year ends in September, had moved their operation within Connecticut (during the same year that they started doing business in Florida) which made it necessary for me to extend their 9/30/94 tax returns until 6/15/95. At this time I reviewed their situation in Florida and filed a Florida Corporate Income Tax Return. Being a Connecticut accountant I was not familiar with the application process in Florida. This oversight on my part is regrettable, however under the circumstances outlined above, I formally request abatement of the penalty.

Sincerely,

Frank J. DeMilo C.P.A.

Frank J. DeMilo, C.P.A.

FJD:lm

encs.

RECEIVED

NOV 2 1995

DEPARTMENT OF STATE
OFFICE OF THE SECRETARY

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JAN -2 AM 10:14



Department of State
Memorandum Office of the General Counsel

TO: File

FROM: Marc W. Dunbar, Assistant General Counsel

DATE: November 29, 1995

RE: Maplecrest Software Development, Inc.

Based on a review of the file and the payment provided by this corporation, it is my recommendation that this file be closed and this corporation be qualified to do business. This corporation has paid all outstanding penalties and fees in the amount of \$1,000.00 and now wishes to be qualified to do business in this state.

MWD/mwd

FILED
SECRETARY OF STATE
COMMONWEALTH OF MASSACHUSETTS
95 JAN -2 AM 10:14

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. Maplecrest Software Development, 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. Connecticut 3. 06-1315605
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 12/28/90 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 10/93
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.)

7. 11 Lake Avenue Extension
Danbury, CT 06811
(Current mailing address)

8. On site computer 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:

Name: Richard Gressett

Office Address: 685A Ponte Vedra Blvd.

Ponte Vedra, Florida, 32082
(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.

FILED
SECRETARY OF STATE
95 JAN -2 AM 10:11
TALLAHASSEE, FLORIDA

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: G.R. Gressett

Address: 69 Judith Drive

Stormville, NY 12582

Vice Chairman: D.F. Allen

Address: 21 Robin Hood Drive

Danbury, CT 06811

Director: Robin Hirschfield

Address: 152 South Street

Washington, CT 06793

Director: Clemens Tauber

Address: 523 Bennett Street

Ridgefield, CT 06877

B. OFFICERS

President: G.R. Gressett

Address: 69 Judith Drive

Stormville, NY 12582

Vice President: D.F. Allen

Address: 21 Robin Hood Drive

Danbury, CT 06811

Secretary: D.F. Allen

Address: 21 Robin Hood Drive

Danbury, CT 06811

Treasurer: Robin H. Hirschfield

Address: 152 South Street

Washington, CT 06793

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.

[Signature]
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

Robin H. Hirschfield Treasurer
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
95 JAN -2 AM 10:14

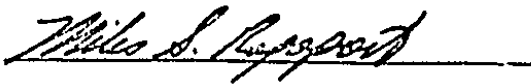
Office of the Secretary of the State of Connecticut

I, the Connecticut Secretary of the State,
and keeper of the seal thereof, DO HEREBY CERTIFY, that

MAPLECREST SOFTWARE DEVELOPMENT, INC.

a STOCK corporation under the Connecticut General Statutes was filed
in this office on December 28, 1990.

Insofar as the records of this office reveal, the corporation is in
existence and in good standing.



Secretary of the State

Date Issued: December 14, 1995

FILED
SECRETARY OF STATE
CIVIL DIVISION
95 JAN -2 AM 10:14