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F960000000052
Applied Systems, Inc.

TO: Qualification/Tax Lien Section
Division of Corporations

100001665111
-12/19/95--01033--003
*****70.00 *****70.00

SUBJECT: On-Line Software, Inc.
(Name of corporation - must include suffix)

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:

Demetrius J. Karos

(Name of Person)

Attorney at Law

(Firm/Company)

2500 Bond Street

(Address)

University Park, Illinois 60466

(City/State/Zip)

W95-24626

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

Demetrius J. Karos

(Name of Person)

at (708) 748-2300

(Area Code & Daytime Telephone Number)

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

No penalty -
this corp had
authority as
F94-4336 +
then withdrew.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 19, 1995

DEMETRIUS J. KAROS
ATTORNEY AT LAW
2500 BOND STREET
UNIVERSITY PARK, IL 60466

SUBJECT: ON-LINE SOFTWARE, INC. - ILLINOIS
Ref. Number: W95000024626

RECEIVED

DEC 26 1995

Applied Systems, Inc.

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

It is not clear who signed line 10. Please type or print the name and capacity of the individual signing line 10 on behalf of CT Corporation System, Inc.

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) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 095A00054661

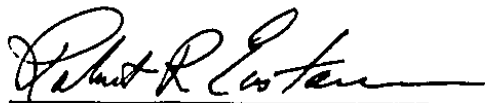
RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Robert R. Eustace, do hereby certify that this Resolution of the Board of Directors of On-Line Software, Inc., a corporation duly organized and existing under the laws of the State of Illinois, was adopted on November 30, 1995.

Resolved, that On-Line Software, Inc., organized and existing in the State of Illinois, hereby adopts the name On-Line Software, Inc. - Illinois for use in Florida.

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Dated: November 30, 1995



Robert R. Eustace, Director

**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. On-Line 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. Illinois
(State or country under the law of which it is incorporated)
3. 36-3861932
(FEI number, if applicable)
4. 1-19-93
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. 7-1-94
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 600 Holiday Plaza Drive
Matteson, Illinois 60443
(Current mailing address)
8. Sales of Computer Software
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: CT Corporation System, Inc.

Office Address: 1200 South Pine Island Road

Plantation, , Florida , 33324
(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) Jeffrey R. Graves, Asst. Sec.

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)

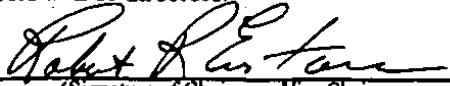
A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: Robert R. Eustace
Address: 3505 Haweswood, Crete, Illinois 60417
Vice Chairman: Elsa M. Eustace
Address: 3505 Haweswood
Crete, Illinois 60417
Director: Bruce Peterson Larry Colson
Address: 642 Redwood 8948 West Linden Drive
Flossmoor, Illinois 60422 Tinley Park, Illinois 60477
Director: Dave Schilling
Address: 59 Chicago Avenue
Clarendon Hills, Illinois 60514

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

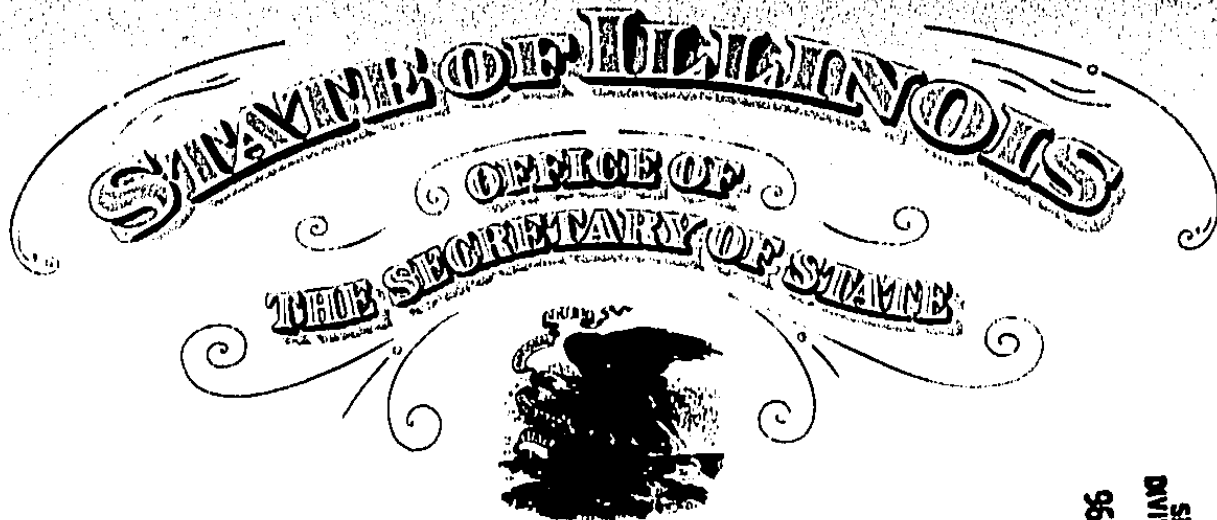
President: Bruce Peterson
Address: 642 Redwood
Flossmoor, Illinois 60422
Vice President: _____
Address: _____
Secretary: Elsa M. Eustace
Address: 3505 Haweswood
Crete, Illinois 60417
Treasurer: _____
Address: _____

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. Robert R. Eustace, CEO
(Typed or printed name and capacity of person signing application)

File Number 8714-680-2



To all to whom these Presents Shall Come, Greeting

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96 NOV 3 AM 11:58

I, George H. Ryan, Secretary of State of the State of Illinois
do hereby certify that ON-LINE SOFTWARE, INC., A DOMESTIC
CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE JANUARY 19,
1993, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE
BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE FILING OF
ANNUAL REPORTS AND PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE,
IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF
ILLINOIS*****



In Testimony Whereof, I hereto set
my hand and cause to be affixed the Great Seal of
the State of Illinois this 27TH
day of NOVEMBER A.D., 19 95

George H. Ryan
SECRETARY OF STATE