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ROBERT L. SHEAR, A.

Prestige Place, Suite 230
2600 McCormick Drive
Clearwater, Florida 34619

ATTORNEY-AT-LAW
(813) 799-6251
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March 14, 1996

Secretary of State
Division of Corporations
Qualification Division
P.O. Box 5588
Tallahassee, FL 32314

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-03/19/96--01057--001
*****70.00 *****70.00

Re: Application by Foreign Corporation for Authorization
to Transact Business in Florida
Zachary Software, Inc., a Delaware Corporation

Dear Representative:

Please file the enclosed application relative to the above
Delaware corporation, with a Certificate of Good Standing from
that state attached. I have also enclosed a check in the amount
of \$70.00 for the cost of filing and a copy of the application to
be returned to this office upon filing.

Please contact our office if you should have any questions,
or if you need any further information.

Very truly yours,

Laurie A. Dean
Laurie A. Dean, Secretary
to Robert L. Shear.

/lad
encl

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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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. ZACHARY SOFTWARE, INC.
(Name of corporation)
2. DELAWARE
(State or Country under the law of which it is incorporated)
3. April 16, 1991
(Date of incorporation)
4. perpetual
(Duration)
5. 04-3118978
(Federal Identification Number, if applicable)
6. Upon qualification
(Date first transacted business in Florida.)
7. 106 Access Road, Norwood, MA 02062
(current mailing address)
8. 1090 Kapp Drive, Clearwater, FL 34625
(Florida business address)
9. Computer software resale
(Brief description of the nature of the business in which it is engaged in the state of Florida)
10. Names and addresses of officers and or directors:

a. Directors:

Director: Scott Thomas Flynn
1540 Gulf Blvd., #1103
Clearwater, FL 34630

Director: Leonard A. Dozois, Jr.
3443 Hyde Park Drive
Clearwater, FL 34621

b. Officers:

President: Scott Thomas Flynn
1540 Gulf Blvd., #1103
Clearwater, FL 34630

Secretary: Leonard A. Dozois, Jr.
3443 Hyde Park Drive
Clearwater, FL 34621

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11. Name and street address of Florida registered agent:

NAME: ROBERT L. SHEAR, P.A.
2600 McCormick Dr., #230
Clearwater, FL 34619

12. 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: *Robert L. Shear*

13. 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.

14. *Scott Thomas Flynn*
(Signature of Chairman, Vice-Chairman, or any officer listed in number 10 of the application)

15. Scott Thomas Flynn, President
(Name and Capacity of person signing application)

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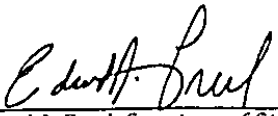
State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ZACHARY SOFTWARE, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SIXTH DAY OF FEBRUARY, A.D. 1996.

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Edward J. Freel, Secretary of State

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AUTHENTICATION: 7840531
DATE: 02-26-96