

F 96000003538  
TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: FutureSoft, 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:

Walter L. Culbertson, Jr.  
(Name of Person)

FutureSoft, Inc.  
(Firm/Company)

7811 Pineview Drive  
(Address)

Odessa, Fl 33556  
(City/State/Zip)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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W96-4667  
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\*\*\*\*\*70.00 \*\*\*\*\*70.00

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

DEBBIE CULBERTSON at (813) 926-1049  
(Name of Person) (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



**FLORIDA DEPARTMENT OF STATE**  
Sandra B. Mortham  
Secretary of State

May 7, 1996

WALTER L. CULBERTSON, JR.  
FUTURESOF, INC.  
7811 PINEVIEW DRIVE  
ODESSA, FL 33556

SUBJECT: FUTURESOF, INC.  
Ref. Number: W96000009667

We have received your document for FUTURESOF, 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:

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 \$1,200.00.

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.

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please note that we are returning the photocopy you submitted of a letter to you from The Company Corporation, as it is not the same as the certificate described above.

If you have any questions concerning the filing of your document, please call

**(904) 487-6958.**

**Lee Rivers  
Document Examiner**

**Letter Number: 596A00022169**

## Memorandum

DATE: June 20, 1996  
TO: Lee Rivers  
Document Examiner  
Florida Department of State  
FROM: Walt Culbertson  
FutureSoft, Inc.  
7811 Pineview Drive, Odessa FL 33556  
RE: Application for a Foreign Corporation  
W-16000009667

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DIVISION OF CORPORATIONS  
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Sir,

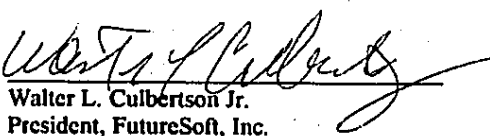
In completing the application which you recently received, the accounting firm we just started utilizing incorrectly listed the date that FutureSoft, Inc. started transacting business in Florida. FutureSoft, Inc. is essentially a "one" person company, with myself as the only employee. Prior to January 15, 1996, FutureSoft, Inc. provided services on-site for Corning Incorporated, and CMC, Inc. at Corning, NY and State College, PA, and maintained living quarters in those two locations where the work for Corning, Inc. was performed.

FutureSoft, Inc. obtained its first Florida client, Bankers Risk Management Services, Inc. of St. Petersburg, FL, and started work on-site at their location on January 15, 1996, where I remain today.

I apologize for any problems this error may have caused you. At this time I'd like to share with you that prior to transacting business in any state, we contacted what we were told were the proper Florida State Departments, and have received many different forms and information and assumed that we had done all that was required to transact business in this state. It seems the process and communications between the various Florida State departments is more complex then first thought. Thank goodness it took so long to land our first Florida customer!

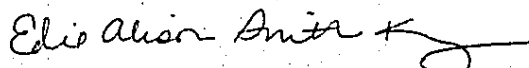
Please amend our application as required, and thank you so much for your patience and understanding in this matter.

Sincerely,

  
Walter L. Culbertson Jr.  
President, FutureSoft, Inc.

6/20/96  
Dated

NOTARY PUBLIC  
EDIE ALISON SMITH-KRONZ  
COMMISSION # CC486659  
EXPIRES MAY 23, 1999

 Date: 6-28-96

**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. FuturaSoft, 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. Delaware  
(State or country under the law of which it is incorporated)
3. 59-3263229  
(FBI number, if applicable)
4. June 10, 1994  
(Date of Incorporation)
5. perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. May 1995  
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 7811 Pineview Drive  
Odessa, Fl 33556  
(Current mailing address)
8. Software programming and support  
(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: Walter L. Culbertson, Jr.  
  
Office Address: 7811 Pineview Drive  
Odessa, Florida, 33556  
(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.*

Walter L. Culbertson, Jr.  
(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: Walter L. Culbertson, Jr.

Address: 7811 Pineview Drive

Odessa, Fl 33556

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

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

President: Walter L. Culbertson, Jr.

Address: 7811 Pineview Drive

Odessa, Fl 33556

Vice President: Deborah R. Jebson-Culbertson

Address: 7811 Pineview Drive

Odessa, Fl 33556

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

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

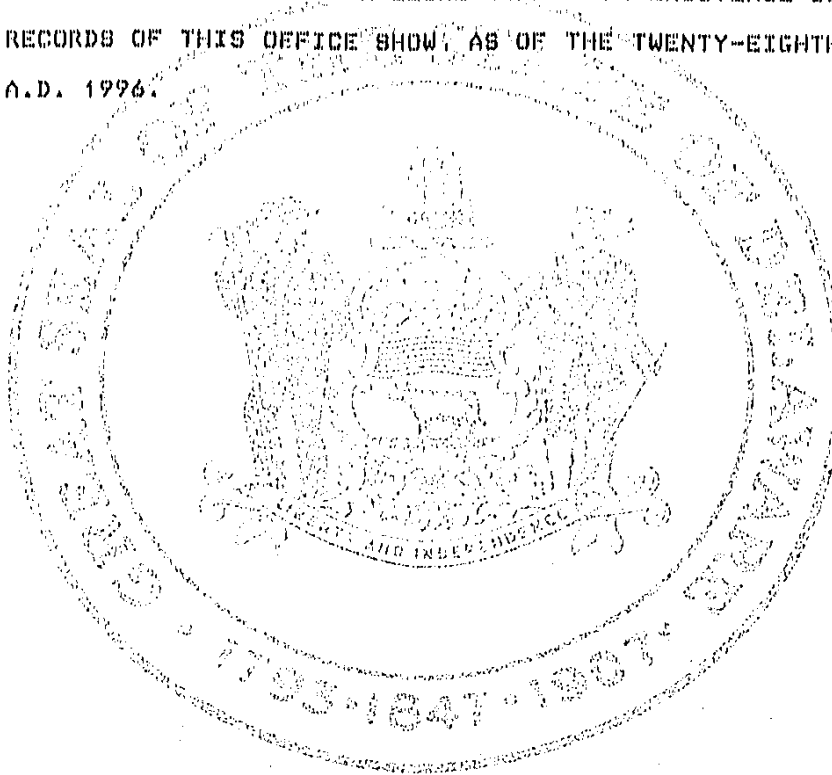
13.   
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Walter L. Culbertson, Jr.  
(Typed or printed name and capacity of person signing application)

State of Delaware  
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FUTURESOFT, 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-EIGHTH DAY OF MAY, A.D. 1996.



FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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*Edward J. Freel*  
\_\_\_\_\_  
Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

7961185

05-28-96