

F96000004719

TRANSMITTAL LETTER

TO: Qualification Tax Lien Section
Division of Corporations

SUBJECT: PHOENIX COMPUTER CORPORATION
(Name of corporation - must include suffix)

000001950220
-09/18/96--01033--012
***1297.25 ***1297.25

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:

FRED G. BOSCHETT
(Name of Person)

PHOENIX COMPUTER CORPORATION
DBA: PHOENIX SOFTWARE INTERNATIONAL
(Firm/Company)

9841 AIRPORT BLVD., #700
(Address)

LOS ANGELES, CA 90045
(City/State/Zip)

RECEIVED
TALLAHASSEE, FLORIDA
SEP 13 1996

96 SEP 13 PM 4:47

FILED

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

NICHOLAS A. MILLER
(Name of Person)

at (310) 338-0400 (x313)
(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

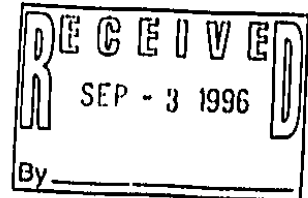
Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

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



August 28, 1996

FRED G HOSCHETT
PHOENIX COMPUTER CORPORATION
9841 AIRPORT BLVD #700
LOS ANGELES, CA 90045

SUBJECT: PHOENIX COMPUTER CORPORATION
Ref. Number: W96000018049

We have received your document for PHOENIX COMPUTER CORPORATION and your check(s) totaling \$122.50. However, the document has not been filed and is being retained in this office for the following:

Pursuant to section 607.1502(4) or 617.1502(4), F.S., this office is required to collect a penalty of \$1000 for each year this corporation transacted business in Florida prior to qualification and the appropriate annual report fees that would have been due had the corporation qualified the year it began operation in this state.

However, the \$1000 per year penalty fee is waived, pursuant to laws of Florida 96-212, for any corporation that applies for a certificate of authority between July 1, 1996 and December 1, 1996.

The total amount due this office through December 31, 1996 to cover the back annual report(s) is \$1251.25.

Please complete the enclosed charter tax form, as this office must collect charter from those foreign corporations that have transacted business in Florida without authority prior to 07/01/87.

If you have any questions concerning the filing of your document, please call (904) 487-6094.

Doug Dickinson
Document Specialist

Letter Number: 296A00040685

Florida Department of State, Sandra B. Mortham, Secretary of State

THIS FORM IS TO BE COMPLETED BY CORPORATIONS WHO HAVE BEEN TRANSACTING BUSINESS IN FLORIDA PRIOR TO QUALIFICATION TO DETERMINE CHARTER TAX THAT MUST BE PAID.

Authorized number of shares (itemized by class and par value) the corporation had when it first transacted business in Florida. If shares have no par value, enter "NPV" and the number of shares.

100,000 shares NPV

"VALUE" may be defined in any terms consistent with generally accepted accounting principles.

- ☒ A. Estimated value of all property owned by Corporation for the year it first transacted business in Florida, wherever located. \$ 745,000.
- ☒ B. Estimated Gross amount of business transacted by the Corporation for the year it first transacted business in Florida \$ 2,138,000.
- ☒ C. Estimated Value of all property in Florida owned by the Corporation for the year it first transacted business in Florida. \$ 0.
- ☒ D. Estimated Gross amount of business transacted in Florida by the Corporation during the year it first transacted business in Florida. \$ 1,350.
- E. TOTAL of "A" and "B" \$ 2,883,000.
- F. TOTAL of "C" and "D" \$ 1,350.
- G. DIVIDE "F" by "E" \$ 0.046%
- H. Corporations with par value stock:
Multiply "G" and Authorized Shares and their par value. \$ N/A
- I. Corporations with no par value stock:
Multiply "G" by Total Authorized Shares. \$ 46.

THIS PORTION IS FOR OFFICE USE ONLY AND IS TO BE COMPLETED BY DOCUMENT EXAMINER UPON QUALIFICATION

Document # _____
Corporation Name _____
Penalty Paid for year(s) _____
Charter tax paid 130
AR Fee paid for year(s) _____

SECRET
TALLAHASSEE, FLORIDA

96 SEP 13 PM 4:47

FILED

**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:*

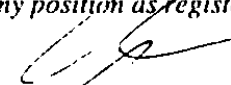
1. PHOENIX COMPUTER CORPORATION
(Name of corporation. must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. CALIFORNIA
(State or country under the law of which it is incorporated)
3. 95-3363132
(FEI number, if applicable)
4. 4-5-79
(Date of Incorporation)
5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")
6. 11/30/81 NO PRIOR NEXUS. VOLUNTARY REGISTRATION EFFECTIVE 8/1/96.
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 812.055, F.S.))
7. 9841 AIRPORT BLVD., SUITE 700
LOS ANGELES, CA 90045
(Current mailing address)
8. COMPUTER SOFTWARE SALES VIA TELEMARKETING FROM LOS ANGELES, CA.
(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: CT CORPORATION SYSTEM

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) Thomas C. Tolaro
Assistant Secretary

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: FRED G. HOSCHETT
(& SOLE DIRECTOR)
Address: 600 E. RUSTIC ROAD, SANTA MONICA, CA 90402

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: FRED G. HOSCHETT

Address: 600 E. RUSTIC ROAD, SANTA MONICA, CA 90402

Vice President: N/A

Address: _____

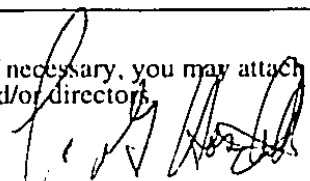
Secretary: FRED G. HOSCHETT

Address: SAME ADDRESS AS ABOVE

Treasurer: FRED G. HOSCHETT

Address: SAME

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. FRED G. HOSCHETT, PRESIDENT
(Typed or printed name and capacity of person signing application)

FILED
95 SEP 18 PM 4:47
SECRETARY OF STATE
TALLAHASSEE FLORIDA

State of California

SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

FILED
66 SEP 13 PM 4:47
STATE
TOLSON, CALIFORNIA

I, BILL JONES, Secretary of State of the State of California, hereby certify

That on the 5th day of April, 1979,

PHOENIX COMPUTER CORPORATION

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

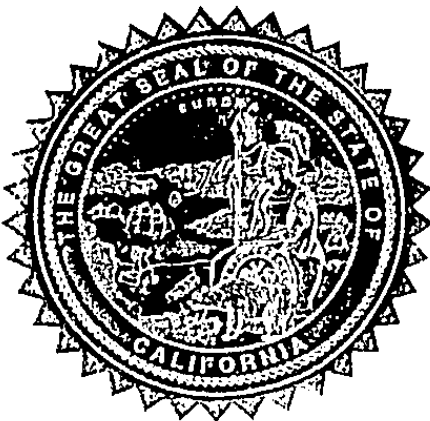
That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal of
the State of California this day of

July 2, 1996



Bill Jones

Secretary of State