

F96 000004763

CHOATE, HALL & STEWART
A FIDELITY INVESTMENT CORPORATION
EXCHANGE PLACE
BOSTON, MASSACHUSETTS 02109-2801
TELEPHONE (617) 248-5000
FACSIMILE (617) 248-5000
TELEX 40018000

September 11, 1996

1817

400001348564
-09/17/96--01031--001
*****70.00 *****70.00

Florida Secretary of State
Capitol Building
Tallahassee, Florida 32399-0250

Re: DATA Clearinghouse Corporation

Dear Sir/Madam:

Enclosed herewith please find (i) an Application by Foreign Corporation for Authorization to Transact Business in Florida (the "Application"), (ii) Certificate of Status of Domestic Corporation from California and (iii) a check made payable to the Department of State for \$70.00.

Please file the Application with the State of Florida on behalf of the above-mentioned entity. Upon filing please forward a letter of acknowledgement and stamped copy of the Application to: Lori Stramandinoli, c/o Choate, Hall & Stewart, 53 State Street, Exchange Place, Boston, MA 02109, (617) 248-5000.

Should you have any questions or comments with regard to the foregoing, please feel free to contact me at the phone number stated above. Thank you for your assistance in this matter.

Very truly yours,

Lori Stramandinoli
Lori Stramandinoli
Legal Assistant

Enclosures

CC: William J. Scaglione
David P. Hutchinson, Esq.

ds1/289887

FILED
95 SEP 16 PM 12:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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. DATA Clearinghouse Corporation
(Name of corporation: the word "INCORPORATED," "COMPANY," or "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. February 23, 1993 4. Perpetual
(Date of Incorporation) (Duration)

5. 95-447942
(Federal Employer Identification number, if applicable)

6. September 1, 1996
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)

7. One Karen Drive, Bedford, MA 01730
(Current mailing address)

8. Computer and Software development & installation
(Brief description of the nature of the business in which it is engaged in the state of Florida)

9. Names and addresses of officers and or directors:

A. Directors:

~~xx~~ Chairman Director: William J. Scaglione

Address: One Karen Drive
Bedford, MA 01730

Director: Paul T. Zengilowski

~~xx~~ Vice Chairman Address: Rt 1 Box 1255A, Hinesburg, VT 05461

Director: William J. O'Malley

Address: 1315 Oak Street
South Pasadena, CA 91031

Director: _____

Address: _____

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56 SEP 16 PM 12:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. Officers:

President: Paul T. Zengilewski

Address: RR1 Box 1255 A

Uthburgh, VT 05461

Chief Executive Officer:

Vice President: William J. O'Malley

Address: 1315 Oak Street, South Pasadena, CA 91031

Secretary: William J. Scaglione

Address: One Karen Drive

Bedford, MA 01730

Treasurer: William J. Scaglione

Address: (same as above)

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: Corporation Service Company

Office Address: 1201 Nays Street

Tallahassee

Florida

FILED
SEP 16 PM 12:00
TALLAHASSEE, FLORIDA
Zip Code

11. 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.

Corporation Service Company

Registered agent's signature: By: [Signature] (Atty. V.P.)

12. 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.

13.

William J. Scaglione

(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14.

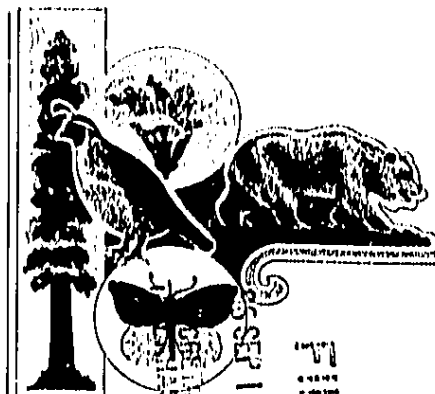
William J. Scaglione- Secretary & Treasurer

(Name and capacity of person signing application)



State of California

SECRETARY OF STATE



CERTIFICATE OF STATUS DOMESTIC CORPORATION

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

That on the 23RD day of FEBRUARY, 1993

DATA CLEARINGHOUSE 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
19TH day of JUNE, 1996

Bill Jones
BILL JONES
Secretary of State



F96000004763

ACCOUNT NO. : 072100000032

REFERENCE : 243013 4304777

AUTHORIZATION : *Patricia P*

COST LIMIT : ~~\$70.00~~ *35.00*

ORDER DATE : January 30, 1997

ORDER TIME : 10:07 AM

ORDER NO. : 243013-015

CUSTOMER NO: 4304777

CUSTOMER: Lori Stramandinoli, Legal Asst
Choate, Hall & Stewart
53 State Street
Exchange Place
Boston, MA 02109

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FILED
97 FEB -3 PM 3:43
SECRET
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: DATA CLEARINGHOUSE CORPORATION

Withdrawal
XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY
☒ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

N. HENDRICKS FEB - 3 1997

RECEIVED
96 FEB -3 AM 11:31
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL OF AUTHORITY
TO TRANSACT BUSINESS OR CONDUCT AFFAIRS IN FLORIDA**

DATA Clearinghouse Corporation

(Name of Corporation)

California

(Incorporated Under Laws Of)

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

One Karen Drive

(Mailing Address)

Bedford, MA 01730

(City - State - Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.

William J. Scaglione
Signature

11/20/96
Date

William J. Scaglione

Typed or printed name

Secretary

Title