

# F9600004805

1135 PASADENA AVENUE SOUTH, SUITE 207  
ST. PETERSBURG, FLORIDA 33707

JOHN SCHAEFER  
JANET L. WIRTH  
JUDY L. WIRTH

\* Admitted in New York

September 18, 1996

TELEPHONE  
(813) 345-4007

FACSIMILE  
(813) 345-3942

Mr. Hart Collins, Administrator  
Foreign Qualification Section  
Division of Corporations  
Florida Department of State  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: POCONO DESIGN SYSTEMS, INC.

Dear Mr. Collins:

As a follow-up to our most recent telephone conversation on September 11, 1996, please find enclosed the following described items relative to the above-described matter, to-wit:

1. An original "Application by Foreign Corporation for Authorization to Transact Business in Florida".

As required by paragraph 11 of said application, please find attached thereto an original "certificate of existence" for Pocono Design Systems, Inc., duly authenticated, and issued on September 6, 1996, by the Department of State, Commonwealth of Pennsylvania.

2. My firm's check made payable to the Florida Department of State in the amount of \$210.00; and, representing the following described fees in this matter, to-wit:

a.	Registration Fee:	\$ 70.00
b.	Certified Copy (Application):	52.50
c.	Certificate of Status (10 * \$8.75):	87.50

Total: \$210.00

If you would be so kind, upon your review of all of the foregoing for compliance with the applicable provisions of Chapter 607, Florida Statutes (1995), please kindly register Pocono Design Systems, Inc., as a foreign corporation authorized to transact business in the State of Florida.

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September 18, 1996  
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In addition, upon such registration, please kindly issue and deliver to the undersigned the items described in paragraphs 2b and 2c, above.

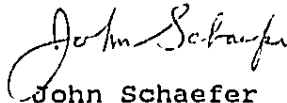
If you have any questions, or desire any further information, relative to this matter, please feel free to contact me directly, as follows, to-wit:

JOHN SCHAEFER, ESQ.  
Schaefer, Wirth & Wirth  
1135 Pasadena Avenue South  
Suite 207  
St. Petersburg, Florida 33707  
Tel: (813) 345-4007  
Fax: (813) 345-3942

In conclusion, please allow me to take this opportunity, if you would be so kind, to thank you for your graciousness in permitting me, for and on behalf of my client, **Pocono Design Systems, Inc.**, to appear in person before you in order to present the instant application. Your review and consideration of my client's application in such an expedited fashion in this matter is truly appreciated.

Thank you again for your kind consideration in this matter.

Very truly yours,

  
John Schaefer

JS/ast  
Encs.

HAND DELIVERY -- THURSDAY, SEPTEMBER 19, 1996

xc: W. Philip Wentworth, President  
Pocono Design Systems, Inc.

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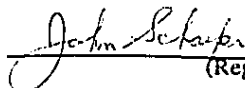
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION  
TO TRANSACT BUSINESS IN FLORIDA**

*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. POCONO DESIGN SYSTEMS, 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. Commonwealth of Pennsylvania  
(State or country under the law of which it is incorporated)
3. 23-2220673  
(FID number, if applicable)
4. October 28, 1982<sup>a</sup>  
(Date of Incorporation)
5. "Perpetual"  
(Duration: Year corp. will cease to exist or "perpetual")
6. "Upon Qualification"  
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. /s/ JOHN SCHAEFER, ESQ.  
1135 Pasadena Avenue South  
Suite 207  
St. Petersburg, Florida 33707  
(Current mailing address)
8. To provide engineering and engineering-related services,  
including design and detail drafting.<sup>b</sup>  
(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 acceptable)**  
  
Name: JOHN SCHAEFER, ESQ.  
1135 Pasadena Avenue South  
Office Address: Suite 207  
  
St. Petersburg, Florida, 33707  
(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)

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) Please see "Schedule A", attached hereto and made a part hereof.

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

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

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

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

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

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

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

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

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

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

President: \_\_\_\_\_

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

Vice President: \_\_\_\_\_

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

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

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

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

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

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

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

14. W. PHILIP WENTWORTH, PRESIDENT  
(Typed or printed name and capacity of person signing application)

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SCHEDULE A

A. Directors<sup>c</sup>

1. William J. Rickard, Chairman of the Board  
RR1  
Box 1502  
Waymart, Pa. 18472
2. Joan H. Rickard, Secretary/Treasurer  
RR1  
Box 1502  
Waymart, Pa. 18472
3. Therese R. Morcom, Assistant Secretary  
RR1  
Box 1504  
Waymart, Pa. 18472
4. Gregory L. Morcom  
RR1  
Box 1504  
Waymart, Pa. 18472
5. Kimberly R. Wentworth  
RR1  
Box 1503  
Waymart, Pa. 18472
6. W. Philip Wentworth  
RR1  
Box 1503  
Waymart, Pa. 18472

B. Officers<sup>c</sup>

1. William J. Rickard, Chief Executive Officer  
RR1  
Box 1502  
Waymart, Pa. 18472
2. W. Philip Wentworth, President  
RR1  
Box 1503  
Waymart, Pa. 18472
3. Joan H. Rickard, Secretary/Treasurer  
RR1  
Box 1502  
Waymart, Pa. 18472
4. Therese R. Morcom, Assistant Secretary  
RR1  
Box 1504  
Waymart, Pa. 18472

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NOTES

- a On October 28, 1982, "Articles of Incorporation-Domestic Business Corporation" were filed with the Corporation Bureau, Department of State, Commonwealth of Pennsylvania, for the following described business corporation, to-wit, POCONO DRAFTING SERVICE, INC.

Thereafter, on October 28, 1991, "Articles of Amendment-Domestic Business Corporation" were filed by the Board of Directors of POCONO DRAFTING SERVICE, INC., with the Department of State, Commonwealth of Pennsylvania, resolving that paragraph 1 of the "Articles of Incorporation" described above, wherein the name of the corporation is described, be amended to read as follows, to-wit, POCONO DESIGN SYSTEMS, INC. -- the instant applicant seeking to register as a foreign corporation authorized to transact business in the State of Florida.

- b In addition, POCONO DESIGN SYSTEMS, INC., by and through one of its divisions, Pocono DATA Systems, will sell engineering-specific computer products; and, including, but not limited to, computer aided design (CAD) software and computer software, hardware, and peripherals; and, the like.

- c The addresses described herein for each of the Directors and Officers of POCONO DESIGN SYSTEMS, INC., are considered "physical addresses" by the Postmaster located in Waymart, Pennsylvania.

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COMMONWEALTH OF PENNSYLVANIA  
DEPARTMENT OF STATE

SEPTEMBER 06, 1996

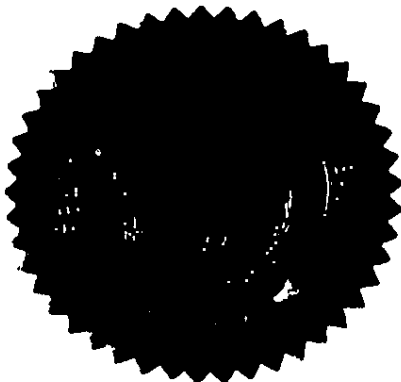
TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT,

POCONO DESIGN SYSTEMS, INC.

is duly incorporated under the laws of the Commonwealth of Pennsylvania  
and remains a subsisting corporation so far as the records of this office  
show, as of the date herein.

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IN TESTIMONY WHEREOF, I have  
hereunto set my hand and caused  
the Seal of the Secretary's  
Office to be affixed, the day  
and year above written.

Secretary of the Commonwealth

SWAL