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TO: LEACH INC

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FLORIDA DIVISION OF CORPORATIONS

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W96-19481

((H96000012931 7))

TO: DIVISION OF CORPORATIONS
(904) 922-4000

FAX #:

FROM: BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.
075350000353

ACCT#:

CONTACT: CATHY LEACH

PHONE: (212) 431-5000

FAX #:

NAME: J & B SOFTWARE, INC.

AUDIT NUMBER.....H96000012931

DOC TYPE.....FOREIGN PROFIT QUALIFICATION

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PAGES..... 3

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4-U22-3700 09/17/96 08:30 P1. Dept. of State pl /1

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FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

September 17, 1996

BLUMBERG/EXCELSIOR CORPORATE SOFTWARE

SUBJECT: J & B SOFTWARE, INC.
REF: H96000019481

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6093.

Freta Lott
Corporate Specialist Supervisor

FAX Aud. #: H96000012931
Letter Number: 696A00042952

RECEIVED
95 SEP 26 PM 12:24
J. B. Morham

H96000012931

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned, Usha Balasubramanian, do hereby certify

that this Resolution of the Board of Directors of J & P ENTERPRISE, INC.

a corporation duly organized and existing under the laws of the State of Pennsylvania

was duly adopted on March 21

Be it resolved, that J & P ENTERPRISE, INC.

organized and existing in the State of Pennsylvania, hereby adopts the

200 DRAFTING, INC. for use in Florida.

Dated: September 24, 1996

Usha Balasubramanian

Secretary

Usha Balasubramanian

Secretary

Witness:

BlumbergExcelsior
62 White St.
New York, NY 10013
212-431-5000

H96000012931

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

H96000012931

IN COMPLIANCE WITH SECTION 807.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. J & D SOFTWARE, INC.

(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. Pennsylvania

(State or country under the law of which it is incorporated)

3. March '21, 1985

(Date of Incorporation)

4. PERPETUAL

(Duration)

5. 23-2327305

(Federal Employer Identification number, if applicable)

6. Upon Filing

(Date first transacted business in Florida. See sections 807.1501, 807.1502, and 817.155, F.S.)

7. 1787 Sentry Pkwy West, Bldg 16, Ste 100, Blue Bell, PA 19422

(Current mailing address)

8. to engage in any and all legal activities relating to computer svcs
(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:Chairman: Bala BalasubramanianAddress: 1240 Normandy DriveBlue Bell, PA 19422Usha BalasubramanianVice Chairman: 1240 Normandy DriveAddress: Blue Bell, PA 19422Director: Bala BalasubramanianAddress: 1240 Normandy DriveBlue Bell, PA 19422Director: Usha BalasubramanianAddress: 1240 Normandy DriveBlue Bell, PA 19422

Blumberg & Associates, 62 White St., NY, NY 10013, 212-431-5000

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B. Officers:

H96000012391

President: Bala BalasubramanianAddress: 1240 Normandy Drive
Blue Bell, PA 19422

Vice President: _____

Address: _____

Secretary: Usha BalasubramanianAddress: 1240 Normandy Drive
Blue Bell, PA 19422

Treasurer: _____

Address: _____

(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: BlumbergExcelisior, Inc.Office Address: 4435 Old Winter Garden RoadOrlandoFlorida32802

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.

Registered agent's signature: _____

Marc Moel, Assistant Secretary

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. _____

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

14. Bala Balasubramanian, President

(Name and capacity of person signing application)

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COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE

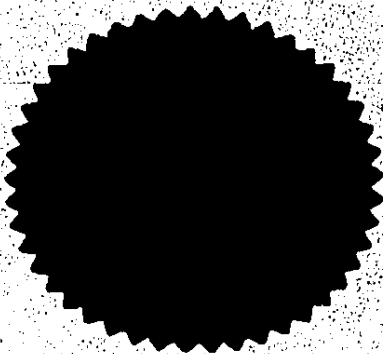
AUGUST 20, 1996

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT,

J & B SOFTWARE, 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.



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.

A handwritten signature in cursive script, likely belonging to the Secretary of the Commonwealth of Pennsylvania.

Secretary of the Commonwealth

SWAL

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