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(202) 453-8000
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CAROLINE MARQUEZ
(202) 429-7407

October 11, 1996

VIA FEDERAL EXPRESS

Secretary of State
State of Florida
Division Corporation
409 E. Gains Street
Tallahassee, Florida 32399

400001974954--4
-10/15/96--01192--001
*****70.00 *****70.00

Re: ROADSHOW International, Inc.

Dear Sir/Madam:

Enclosed for filing is the Application by Foreign Corporation for Authorization to Transact Business in Florida together with a Certificate of Good Standing, in connection with the above mentioned corporation.

In addition, enclosed is a check in the amount of Seven Dollars (\$70) to cover the costs of filing fee.

Please send the Certificate of Authority to me via Federal Express (Account No. 0200-25131)

Should you have any questions concerning this matter, please do not hesitate to call me collect at (202) 429-7407. Thank you for your assistance in this matter.

Sincerely,

Caroline Marquez
Caroline Marquez
Corporate Paralegal

Enclosures

CM:bam

FILED
OCT 15 AM 10:19
SECRETARY OF STATE
DIVISION OF CORPORATIONS

WC
10/16

**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. ROADSHOW International, 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. Delaware
(State or country under the law of which it is incorporated)
3. June 18, 1985 4. Perpetual
(Date of Incorporation) (Duration)
5. 52-1933721
(Federal Employer Identification number, if applicable)
6. (waiting for acceptance of application)
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 8300 Greensboro Drive, Suite 400, McLean, Virginia 22101
(Current mailing address)
8. To engage in the general business of computer technology, including the sale of computer services and programming assistance.
(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:

SEE ATTACHED LIST

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

SECRET
DIVISION OF CORPORATIONS
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61-011-19

A. Officers:

SEE ATTACHED LIST

President: _____
Address: _____

Vice President: _____
Address: _____

Secretary: _____
Address: _____

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: C T CORPORATION SYSTEM
Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida 33324
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: _____

C T CORPORATION SYSTEM

(Officer)

Secretary

(Type Name and Title of Officer)

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. Kenneth T. Nelson, Secretary
(Name and capacity of person signing application)

ROADSHOW International, Inc.
(as of April, 1996)

8300 Greensboro Drive
Site 400
McLean, Virginia 22101

Officers

Donald J. Soultz
Hooks Johnston

Kenneth T. Nelson

Kenneth L. Thompson
Anne L. Bernstein
Ralph W. Lieberthal
Richard P. Moore
Kenneth T. Nelson
Rosemary L. Allen

Title

Chairman
President and
Chief Executive Officer
Vice President;
Chief Financial Officer
Senior Vice President
Vice President
Vice President
Vice President
Treasurer/Secretary
Assistant Secretary

DIRECTORS

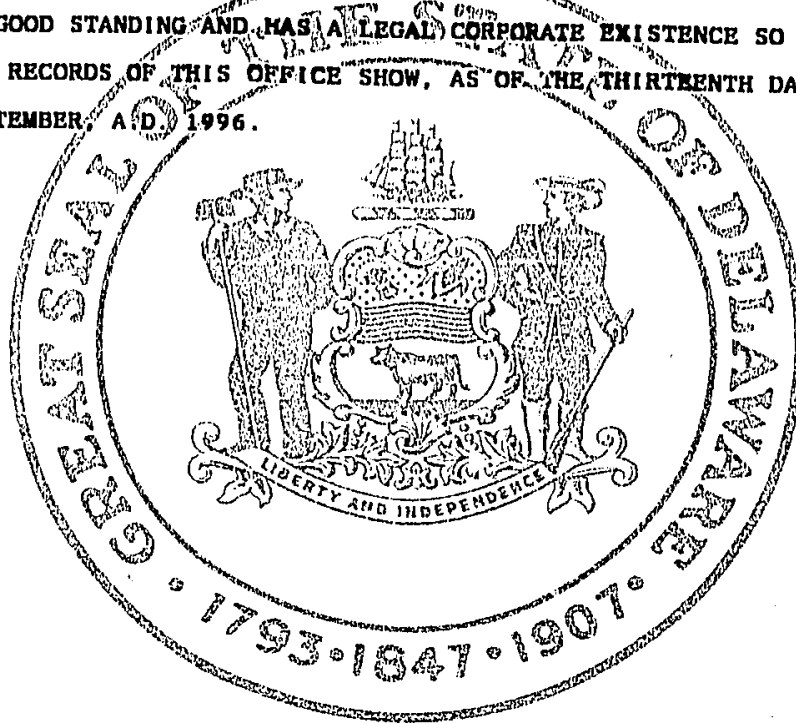
Donald J. Soultz
Hooks Johnston
Robert E. Cook
Alfred R. Berkeley III
Rick Crandall
William Legg

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ROADSHOW INTERNATIONAL, 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 THIRTEENTH DAY OF SEPTEMBER, A.D. 1996.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 15 AM 10:19



Edward J. Freel
Edward J. Freel, Secretary of State

2064525 8300

960265711

AUTHENTICATION:

8103240

DATE:

09-13-96