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PRACTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 119721 7117150

AUTHORIZATION :

Patricia Pyzdek

COST LIMIT : \$ 131.25

ORDER DATE : October 14, 1996

ORDER TIME : 9:59 AM

ORDER NO. : 119721-025

CUSTOMER NO: 7117150

100001977451--1

CUSTOMER: Mr. Jeff Kaufman
Memco Software Inc.
52 Vanderbilt Avenue
Suite 510
New York, NY 10017

FOREIGN FILINGS

NAME: MEMCO SOFTWARE, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Juan E Jones

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 OCT 16 PM 12:11

RECEIVED
96 OCT 16 AM 10:50
DIVISION OF CORPORATION

**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. Momco Software, 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. Delaware
(State or country under the law of which it is incorporated)
3. 13-378-7483
(FEI number, if applicable)
4. August 18, 1994
(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 817.133, F.S.))
7. 52 Vanderbilt Ave., Suite 510
New York, New York 10017
(Current mailing address)
8. Retail sales of security software and related service and support to customers.
(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

, Florida, 32301
(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.

Corporation Service Company

By: Vicki Schreiber

Vicki Schreiber (Registered agent's signature) Asst. Vice President

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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DIVISION OF CORPORATIONS
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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: See attached rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached rider

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. Elihu Singer
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Eliahu Singer
(Typed or printed name and capacity of person signing application)

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DIVISION OF CORPORATIONS

96 OCT 16 PM 12: 11

Directors and Officers:

Name:

Title:

Business Address:

Elihu Singer

**President, Secretary and
Treasurer**

52 Vanderbilt Ave. Suite 510 New York, NY 10017

Yermiyahu Kaplan

Executive VP

Atidim Nevo Sharef, Bldg 7, Tel-Aviv, Israel 61581

Elihu Mashiah

VP

Atidim Nevo Sharef, Bldg 7, Tel-Aviv, Israel 61581

Jules Marilux

Executive VP

Atidim Nevo Sharef, Bldg 7, Tel-Aviv, Israel

Israel Mazin

VP

Atidim Nevo Sharef, Bldg 7, Tel-Aviv, Israel

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DIVISION OF CORPORATIONS**

State of Delaware

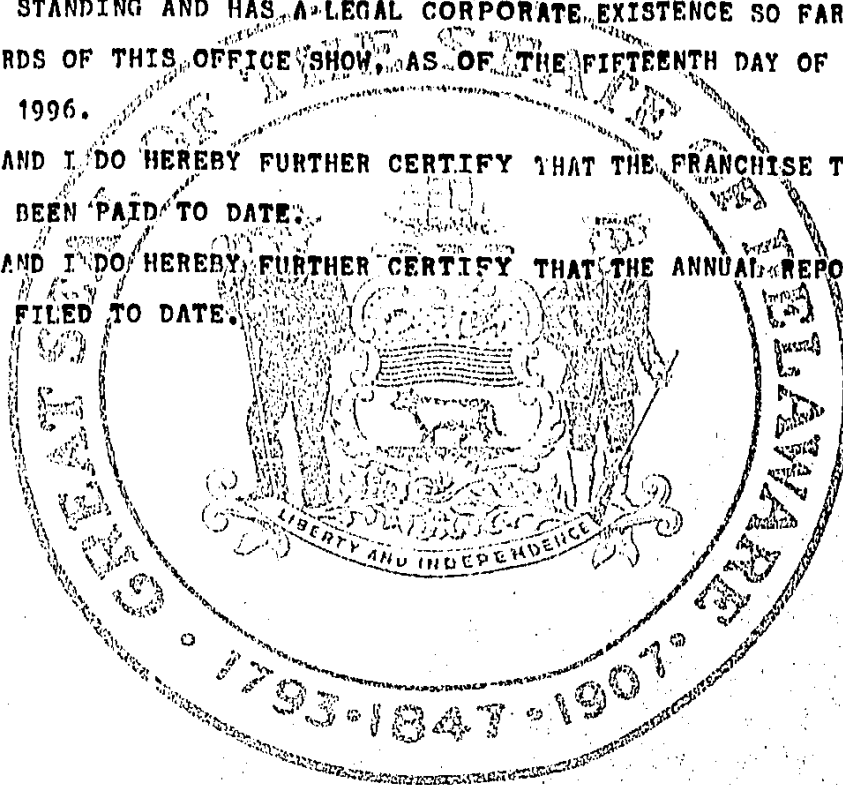
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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MEMCO SOFTWARE 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 FIFTEENTH DAY OF OCTOBER, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 16 PM 12:11



Edward J. Freel

Edward J. Freel, Secretary of State

2427959 8300

960298253

AUTHENTICATION: 8145815

DATE: 10-15-96