

1201 HAYS STREET  
NEW YORK, NY 10022-0199 FAX  
F96000005593



ACCOUNT NO. : 072100000032

REFERENCE : 118542 4300608

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : October 24, 1996

ORDER TIME : 3:53 AM

ORDER NO. : 118542-005

CUSTOMER NO: 4300608

CUSTOMER: Gina M. Forella, Legal Asst  
Frankfurt, Garbus, Klein &  
488 Madison Avenue

New York, NY 10022

F451 W96-22734  
400001985494--8  
-10/25/96--01023--004  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

500001991085--5  
-10/30/96--01103--017  
\*\*\*\*400.00 \*\*\*\*400.00

FOREIGN FILINGS

NAME: MAGNA SOFTWARE CORPORATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Danny G. Smith

RECEIVED  
96 OCT 24 PM 1:13  
DIVISION OF CORPORATIONS

FILED  
96 OCT 24 AM 10:27  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
H 10/24



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

October 25, 1996

CSC

**SUBJECT: MAGNA SOFTWARE CORPORATION**  
**Ref. Number: W96000022734**

We have received your document for MAGNA SOFTWARE CORPORATION and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

Please be advised that the second page of the application was not included, fill out the one provided and return.

Pursuant to section 607.1502(4) or 617.1502(4), F.S., this office is required to collect a penalty of \$1000 for each year this corporation transacted business in Florida prior to qualification and the appropriate annual report fees that would have been due had the corporation qualified the year it began operation in this state.

However, the \$1000 per year penalty fee is waived, pursuant to laws of Florida 96-212, for any corporation that applies for a certificate of authority between July 1, 1996 and December 1, 1996.

The total amount due this office through December 31, 1996 to cover the back annual report(s) is \$400.00.

If you have any questions concerning the filing of your document, please call (904) 487-6094.

Doug Dickinson  
Document Specialist

Letter Number: 496A00049339

**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. MAGNA SOFTWARE CORPORATION  
(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. New York  
(State or country under the law of which it is incorporated)
3. 13-3788323  
(FEI number, if applicable)
4. April 13, 1994  
(Date of Incorporation)
5. Perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. August 1, 1994  
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 275 Seventh Avenue  
New York, New York 10001  
(Current mailing address)
8. General corporate purposes and development of computer software.  
(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: Mr. Thomas Gwydir  
112 West Adams Street, Suite 1325  
Office Address: \_\_\_\_\_  
  
Jacksonville, Florida, 32202  
(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.*

By: \_\_\_\_\_

(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.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 OCT 24 AM 10:01  
NOT

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: \_\_\_\_\_

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

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

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

Director: Kent E. Lawson

Address: 275 Seventh Avenue, New York, NY 10001

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

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

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

President: Kent E. Lawson

Address: 275 Seventh Avenue, New York, NY 10001

Vice President: N/A

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

Secretary: Patricia Brill

Address: 275 Seventh Avenue, New York, NY 10001

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

~~Treasurer~~ Sandra Fischer

Address: 275 Seventh Avenue, New York, NY 10001

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

13. [Signature]  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Kent E. Lawson President  
(Typed or printed name and capacity of person signing application)

**State of New York** | **ss:**  
**Department of State**

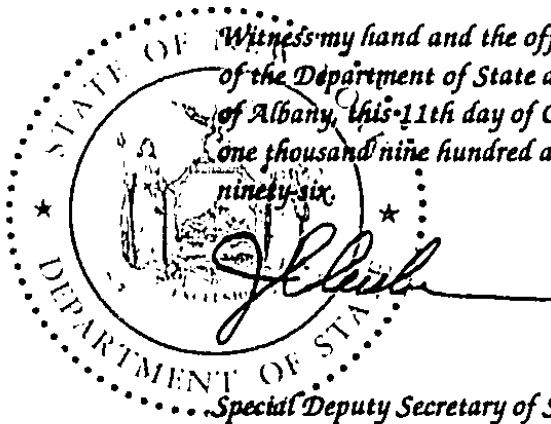
*I hereby certify, that the certificate of incorporation of MAGNA SOFTWARE CORPORATION was filed on 04/13/1994, under the name of MAGNA X CORPORATION, with perpetual duration, and that a diligent examination has been made of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.*

*A Certificate of Amendment MAGNA X CORPORATION, changing name to MAGNA SOFTWARE CORPORATION, was filed 02/09/1996.*

*The Corporation Biennial Statement is past due.*

\*\*\*

*Witness my hand and the official seal  
of the Department of State at the City  
of Albany, this 11th day of October  
one thousand nine hundred and  
ninety-six.*



*[Signature]*  
Special Deputy Secretary of State

199610150430 40

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 OCT 24 AM 10:27

F96000005593



**FLORIDA DEPARTMENT OF STATE**

**Sandra B. Mortham**  
Secretary of State

October 29, 1996

CSC-DANNY SMITH

Qualification documents for MAGNA SOFTWARE CORPORATION were filed on October 24, 1996 and assigned document number F96000005593. Please refer to this number whenever corresponding with this office.

Your corporation is now qualified and authorized to transact business in Florida as of the file date.

A corporation annual report will be due this office between January 1 and May 1 of the year following the calendar year of the file date. A Federal Employer Identification (FEI) number will be required before this report can be filed. If you do not already have an FEI number, please apply NOW with the Internal Revenue by calling 1-800-829-3676 and requesting form SS-4.

Please be aware if the corporate address changes, it is the responsibility of the corporation to notify this office.

Should you have any questions regarding this matter, please telephone (804) 487-6091, the Foreign Qualification/Tax Lien Section.

Hart Collins  
Senior Corporate Section Administrator  
Division of Corporations

Letter Number: 396A00049760

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

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS  
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2. New York  
(State or country under the law of which it is incorporated)
3. 13-3788323  
(FEI number, if applicable)
4. April 13, 1994  
(Date of Incorporation)
5. Perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. August 1, 1994  
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.153, F.S.))
7. 275 Seventh Avenue  
New York, New York 10001  
(Current mailing address)
8. General corporate purposes and development of computer software.  
(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: Mr. Thomas Gwydir  
112 West Adams Street, Suite 1325  
Office Address: \_\_\_\_\_

Jacksonville , Florida , 32202  
(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.*

By: Thomas Gwydir  
(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.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 OCT 24 AM 10:48

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: \_\_\_\_\_

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

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

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

Director: Kent E. Lawson

Address: 275 Seventh Avenue, New York, NY 10001

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

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

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

President: Kent E. Lawson

Address: 275 Seventh Avenue, New York, NY 10001

Vice President: N/A

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

Secretary: Patricia Brill

Address: 275 Seventh Avenue, New York, NY 10001

Assistant Secretary \_\_\_\_\_

~~DELETED~~ Sandra Fischer

Address: 275 Seventh Avenue, New York, NY 10001

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

13. \_\_\_\_\_  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Kent E. Lawson President  
(Typed or printed name and capacity of person signing application)



F96000005593



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

October 29, 1996

CSC-DANNY SMITH

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Hart Collins  
Senior Corporate Section Administrator  
Division of Corporations

Letter Number: 396A00049760

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

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(FEI number, if applicable)

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New York, New York 10001

(Current mailing address)

**8. General corporate purposes and development of computer software.**

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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By: Thomas Gwydir

(Registered agent's signature)

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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 OCT 24 AM 10:28

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

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

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

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

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

Director: Kent E. Lawson

Address: 275 Seventh Avenue, New York, NY 10001

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

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

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Assistant Secretary \_\_\_\_\_

~~Treasurer~~ Sandra Fischer

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