

F96000006016

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REFERENCE : 124761 4312752

AUTHORIZATION :

Patricia Puyant

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CUSTOMER NO: 4312752

CUSTOMER: Peggy A. Olko, Legal Asst
Shipman & Goodwin LLP
1 American Row

Hartford, CT 06103

w96-23700

FOREIGN FILINGS

NAME: MERCHANDISE MANAGEMENT
SYSTEMS, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

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DIVISION OF CORPORATION

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TALLAHASSEE, FLORIDA

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96 NOV 18 PM 12: 26

DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 7, 1996

RESUBMIT

Please give original
submission date as file date.

VICTORIA L. PEREZ
CSC NETWORKS

SUBJECT: MERCHANDISE MANAGEMENT SYSTEMS, INC.
Ref. Number: W96000023700

We have received your document(s) in this office, however, the document is being returned for the following:

The application/form submitted does not meet the requirements of this office; please complete the attached application/form.

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) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 696A00051137

**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. MERCHANDISE MANAGEMENT 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. Delaware
(State or country under the law of which it is incorporated)
3. 22-3406294
(FBI number, if applicable)
4. September 8, 1995
(Date of Incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. upon authority from Secretary of State of Florida
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 88 South Finley Avenue, Basking Ridge, NJ 07920

- (Current mailing address)
- To engage in the business of developing, manufacturing, packaging, marketing and distributing proprietary software and servicing computer systems and
8. to engage in any lawful act or activity in Florida, or Delaware.
(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

Deborah D. Skipper

(Registered agent's signature)
Deborah D. Skipper, As Agent

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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TALLAHASSEE, FLORIDA

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 LIST

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: SEE ATTACHED LIST

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. Steve M. Gold
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Steven M. Gold, Assistant Secretary
(Typed or printed name and capacity of person signing application)

MERCHANDISE MANAGEMENT SYSTEMS, INC.

October 1, 1998

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TALLAHASSEE, FLORIDA

<u>Officer</u>	<u>Title</u>	<u>Business Address</u>
Howard Stotland	Chairman of the Board and Director	c/o STS Systems Ltd. 2800 Trans-Canada Highway Pointe-Claire, Quebec, Canada H9R 1B1
Charles Miller	President and Director	88 South Finley Avenue Basking Ridge, NJ 07920
Michael Ruhana	Executive Vice President and Director	88 South Finley Avenue Basking Ridge, NJ 07920
John Frost	Vice President and Treasurer	c/o STS Systems Ltd. 2800 Trans-Canada Highway Pointe-Claire, Quebec, Canada H9R 1B1
Tina Bramel	Secretary	88 South Finley Avenue Basking Ridge, NJ 07920
Steven Gold	Assistant Secretary	c/o Shipman & Goodwin LLP One American Row Hartford, CT 06103-2819
William Lassner	Director	c/o STS Systems Ltd. 2800 Trans-Canada Highway Pointe-Claire, Quebec, Canada H9R 1B1

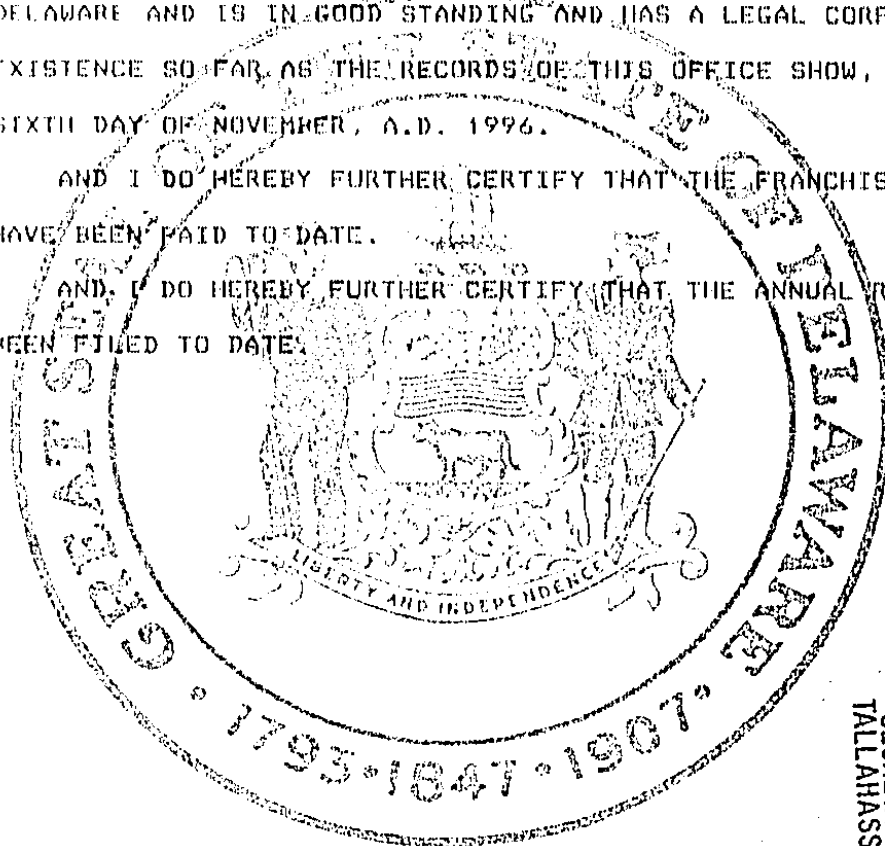
State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MERCHANDISE MANAGEMENT SYSTEMS, 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 SIXTH DAY OF NOVEMBER, 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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

2540916 8300

960322944

AUTHENTICATION:

8179450

DATE:

11-06-96