

F96000006462

300 HAYS STREET
TALLAHASSEE, FL 32301-1007
904-224-1171
904-224-1193 FAX
800-342-8006



PRINCIPAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032
REFERENCE : 176325 4301496
AUTHORIZATION : *Patricia Pizant*
COST LIMIT : \$ 70.00

ORDER DATE : December 4, 1996

ORDER TIME : 9:53 AM

ORDER NO. : 176325-005

CUSTOMER NO: 4301496

300002025948--5

CUSTOMER: Rhoda K. Super, Legal Asst
Lowenthal Landau Fischer &
250 Park Avenue

New York, NY 10177

FOREIGN FILINGS

NAME: DATALOGIX INTERNATIONAL, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Juan E Jones

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 56 DEC 11 AM 11:27
 RECEIVED
 5 DEC 11 AM 10:30
 DIVISION OF CORPORATIONS
mtw
12/11

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. Datalogix International 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. New York 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. August 14, 1981 5. Perpetual
(Date of Incorporation) (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 817.155, F.S.)

7. 100 Summit Lake Drive
Valhalla, New York 10595
(Current mailing address)

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8. Any lawful purpose for which corporations may be organized
(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: The Prentice-Hall Corporation System, Inc.

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.

The Prentice-Hall Corporation System
By: Vivian Schreiber, Asst. V.P.
(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.

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: See Attached List

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: _____

Address: _____

See Attached List

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

14. JOHN F. CINGARI, VP. - MARKETING _____
(Typed or printed name and capacity of person signing application)

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DIRECTORS

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
Richard Giordanella	100 Summit Lake Drive Valhalla, NY 10595	Director <i>(until 7/9/96)</i>
David Hathaway	Venrock Associates 30 Rockefeller Plaza New York, NY 10112	Director
Peter Barris	New Enterprise Associates 1119 St. Paul Street Baltimore, MD 21202	Director

George Beitzel	29 King Street Chappaqua, NY 10514	Director
<i>Robert Weiler</i>	<i>101 PLAINS RD. WAYLAND, MA 01778</i>	<i>Director</i>

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OFFICERS

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
Richard Giordanella	100 Summit Lake Drive Valhalla, NY 10595	President, Chief Executive Officer and Chairman of the Board <i>(until 7/96)</i>
John Cingari	100 Summit Lake Drive Valhalla, NY 10595	Vice President - Marketing
Joseph Grispo	100 Summit Lake Drive Valhalla, NY 10595	Vice President - Client Services
Rick Smith	100 Summit Lake Drive Valhalla, NY 10595	Vice President - Finance and Administrative Chief Financial Officer and Secretary <i>(until 4/96)</i>
Peter Sobilloff	100 Summit Lake Drive Valhalla, NY 10595	Vice President - Worldwide Field Operations

Timothy Harvey

100 Summit Lake Drive
Valhalla, NY 10595

Vice President of Sales,
Americas

Ronald Nall

100 Summit Lake Drive
Valhalla, NY 10595

Vice President of
Research and
Development

Rick A. Marquardt

100 Summit Lake Drive
Valhalla, NY 10595

Vice President
Corporate Marketing

Barbara Arnold

100 Summit Lake Drive
Valhalla, NY 10595

Director of Contract
Administration and
Investor Relations
Assistant Secretary

Raymond V. Sozzi

100 Summit Lake Drive
Valhalla, NY 10595

President, Chief
Operating Officer and
Acting Chief Executive
Officer (Mo 7/30/96)

Richard J. Willemis

100 Summit Lake Drive
Valhalla, NY 10595

Chief Financial
Officer (Mo 9/26/96)

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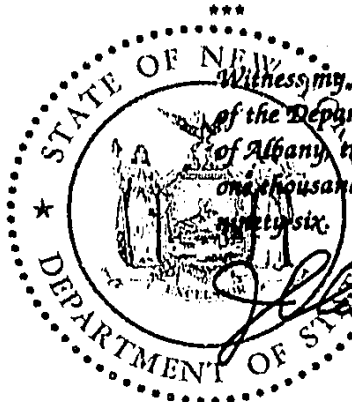
State of New York | **ss:**
Department of State

I hereby certify, that the certificate of incorporation of **DATALOGIX INTERNATIONAL INC.** was filed on 08/14/1981, under the name of **DLX COMPUTER CORP.**, 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 **DLX COMPUTER CORP.**, changing name to **DATALOGIX FORMULA SYSTEMS, INC.**, was filed 07/19/1984.

A Certificate of Amendment **DATALOGIX FORMULA SYSTEMS, INC.**, changing name to **DATALOGIX INTERNATIONAL INC.**, was filed 05/28/1991.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 05th day of December
one thousand nine hundred and
ninety six. *



[Signature]
Special Deputy Secretary of State

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