

SHEPARD, FLESK & LEVIN, A
ATTORNEYS AT LAW

409 SOUTHEAST 7TH STREET
FORT LAUDERDALE, FLORIDA 33301
TEL (954) 467-0660
FAX (954) 467-0750

CAPE ROYAL BUILDING
1980 NORTH ATLANTIC AVENUE
SUITE 620
COCOA BEACH, FLORIDA 32931
REPLY TO FORT LAUDERDALE ADDRESS

November 25, 1996

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Attn: Gerry York

Re: UMA Administrative, Inc., a Georgia corporation

Dear Mr York:

Enclosed herewith please find the Application by Foreign Corporation for Authorization to Transact Business in Florida, together with my check in the amount of \$131.25 as it pertains to the above mentioned Georgia corporation.

Please note that my client has been engaged in business in this state since approximately January of 1995. Unfortunately, my client was unaware that he need your authorization to engage in business prior to doing so, but it should be noted that his business actions were limited to those set forth in my correspondence dated October 16, 1996. I would appreciate it if you would take that into consideration and afford my client some leniency in your determination of the administrative penalty.

Should you have any questions concerning the foregoing, please feel free to contact my office.

Sincerely,



Murray E. Shepard, Esq.
For the Firm

MES/lf
encl.

800002017913--5
-12/03/96--01113--001
****131.25 ****131.25

700002027927--2
-12/12/96--01039--012
****200.00 ****200.00

W96-25205
P. 463

12/12

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 12 PM 12:50



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 3, 1996

MURRAY E. SHEPARD, ESQ.
409 SE 7TH ST
FT LAUDERDALE, FL 33301

SUBJECT: UMA ADMINISTRATIVE, INC.
Ref. Number: W96000025205

We have received your document for UMA ADMINISTRATIVE, INC. and your check(s) totaling \$131.25. However, the document has not been filed and is being retained in this office for the following:

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 \$200.

If you have any questions concerning the filing of your document, please call (904) 487-6092.

Hart Collins
Senior Corporate Section Administrator

Letter Number: 496A00054153

SHEPARD, LESKAR & LEVINE, P.A.
ATTORNEYS AT LAW

409 SOUTHEAST 7TH STREET
FORT LAUDERDALE, FLORIDA 33301
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CAPE ROYAL BUILDING
1980 NORTH ATLANTIC AVENUE
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COCOA BEACH, FLORIDA 32931
REPLY TO FORT LAUDERDALE ADDRESS

December 9, 1996

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Attn: Hart Collins

Re: UMA Administrative, Inc.
Number: W96000025205

Dear Mr. Collins:

Thank you for your letter dated December 3, 1996 as it pertains to the above mentioned matter. Enclosed herewith please find our check in the amount of \$200.00 representing all fines owed to the Secretary of State for back annual reports.

Thank you for your attention to this matter and should you have any questions concerning the foregoing, please feel free to contact my office.

Sincerely,

Reviewed by, but stamped in the absence
of the above attorney to expedite the
transmittal of this document.

Murray E. Shepard, Esq.
For the Firm

MES/lf
encl.

**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. UMA Administrative, 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. Georgia but I have been doing business in the State of Florida since
(State or country under the law of which it is incorporated) approximately 1-95
3. March 12, 1992
(Date of Incorporation)
4. perpetual
(Duration)
5. 58-1991539
(Federal Employer Identification number, if applicable)
6. March 1995
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 1776 Peachtree Road #424 South, Atlanta, Georgia 30309
(Current mailing address)
8. Software reseller to Public Schools
(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:

Chairman: Paul R. Jones

Address: 822 Southland Pass
Stone Mountain, GA 30087

Vice Chairman: Eric R. Moon

Address: 2495 Bexford View
Cumming, GA 30131

Director: _____

Address: _____

Director: _____

Address: _____

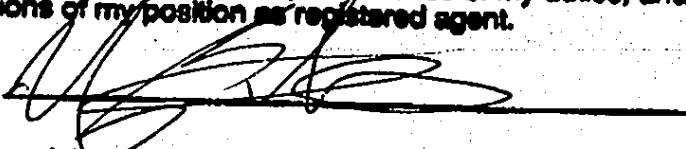
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 12 PM 12:50

A. Officers:**President:**Paul R. Jones**Address:**822 Southland Pass
Stone Mountain, GA 30087**Vice President:**Eric R. Moon**Address:**2495 Boxford View
Cumming, GA 30131**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:** Murray Shepard, Esq.**Office Address:** 409 S.E. 7th StreetFt. LauderdaleFlorida33301**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:

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.

Eric R. Moon
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14.Eric R. Moon, Vice President

(Name and capacity of person signing application)

Secretary of State
Business Information and Services
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 880320189
CONTROL NUMBER : 8804870
DATE INC/AUTH/FILED : 02/18/1998
JURISDICTION : GEORGIA
PRINT DATE : 11/27/1998
FORM NUMBER : 0811

CSC NETWORKS
J. J. JACKSON
100 PEACHTREE STREET, STE 660
ATLANTA, GA 30303

CERTIFICATE OF EXISTENCE

I, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

**UMA ADMINISTRATIVE, INC.
A DOMESTIC PROFIT CORPORATION**

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



Lewis A. Massey

Lewis A. Massey
Secretary of State

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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F96000006497
Department of State

Memorandum Office of the General Counsel

TO: Hart Collins
FROM: Gerard T. York, Assistant General Counsel
DATE: February 18, 1997
RE: UMA Administrative, Inc. ("UMA")

Pursuant to our recent telephone conversation, attached please find an affidavit correcting line 6 of UMA's FNQ application, along with a check number 16367 1/30/97 for \$100.00 and check number 16341 1/27/97 for \$100.00 for the applicable costs of \$200.00.

Please call if you have any questions.

GTY/gty

400002092054--8
-02/19/97--01059--014
*****100.00 *****100.00

400002092054--8
-02/19/97--01059--015
*****100.00 *****100.00

2/19

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB 19 AM 8:27

SHEPARD, LESKAR & LEVINE, P.A.
ATTORNEYS AT LAW

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TEL (954) 467-8660
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REPLY TO FORT LAUDERDALE ADDRESS

February 3, 1997

Via Federal Express

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Attn: Gerry York

Re: UMA Administrative, Inc., a Georgia Corporation

Dear Mr. York:

Pursuant to our previous telephone conversation, enclosed herewith please find Affidavit Amending Application by Foreign Corporation for Authorization to Transact Business in Florida which has been executed by my client, as well as our check in the amount of \$100.00 representing the administrative costs for the additional one year period.

Thank you for your courtesies in this matter and should you have any questions concerning the foregoing, please feel free to contact my office.

Sincerely,

Murray E. Shepard

Murray E. Shepard, Esq.
For the Firm

MES/lf
encl.

RECEIVED

FEB 5 1997

Office of General Counsel
Department of State

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

STATE OF GEORGIA
COUNTY OF FULTON

BEFORE ME, the undersigned notary, appeared Paul R. Jones, who upon being duly sworn and warned in these premises, did hereby depose as follows:

1. That I am the President of UMA Administrative, Inc., and have personal knowledge as to the matters set forth herein.
2. That I do hereby amend Paragraph 6 of UMA Administrative, Inc.'s Application by a Foreign Corporation for Authorization to Transact Business in Florida to reflect that we have been engaged in business in the State of Florida since March of 1994 as opposed to March of 1995.

3. Further affiant sayeth naught.

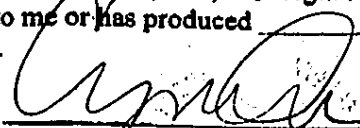
UMA ADMINISTRATIVE, INC.

By: 

PAUL R. JONES, President

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB 19 AM 8:27

The foregoing instrument was acknowledged before me on this the 29 day of January, 1997 by Paul R. Jones, President of UMA Administrative, Inc., a Georgia corporation, on behalf of the corporation. He is personally known to me or has produced as identification and did/did not take an oath.


Notary Public, State of Georgia

My Commission Expires:

Notary Public, Fulton County, Georgia
My Commission Expires February 24, 1997