

Document Number Only  
**F96000006829**

CF CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name  
TALLAHASSEE, FL 32301

Address  
222-1092

City State Zip Phone

CORPORATION(S) NAME

Pivotpoint, Inc.

700002095607-16  
-12/27/96-01078-001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

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| <input type="checkbox"/> Profit                | <input type="checkbox"/> Amendment              | <input type="checkbox"/> Merger                 |
| <input type="checkbox"/> NonProfit             |   |   |
| <input type="checkbox"/> Limited Liability Co. |   |   |
| <input checked="" type="checkbox"/> Foreign    | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark                   |
| <input type="checkbox"/> Limited Partnership   | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other                  |
| <input type="checkbox"/> Reinstatement         | <input type="checkbox"/> Reservation            | <input type="checkbox"/> Change of R.A.         |
|  |   | <input type="checkbox"/> Fictitious Name Filing |
| <input type="checkbox"/> Certified Copy        | <input type="checkbox"/> Photo Copies           | <input type="checkbox"/> CUS                    |
| <input type="checkbox"/> Call When Ready       | <input type="checkbox"/> Call if Problem        | <input type="checkbox"/> After 4:30             |
| <input checked="" type="checkbox"/> Walk In    | <input type="checkbox"/> Will Wait              | <input checked="" type="checkbox"/> Pick Up     |
| <input type="checkbox"/> Mail Out              |   |   |

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| Name Availability |
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| W.P. Verifier     |

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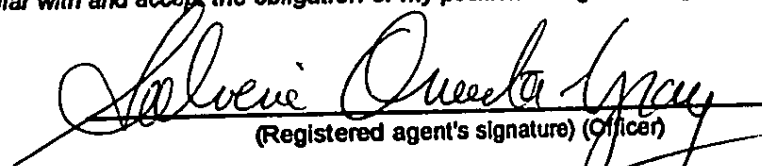
## APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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. PIVOTPOINT, 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. Massachusetts  
(State or country under the law of which it is incorporated)
3. 04-2994002  
(FEI number, if applicable)
4. February 2, 1988  
(Date of incorporation)
5. Perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. July 1, 1996  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.156, F.S.))
7. Pivotpoint, Inc.  
600 West Cummings Park  
Woburn, MA 01801  
(Current mailing address)
8. See attached Schedule A  
(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:  
Name: CT Corporation Systems  
Office Address: 1200 South Pine Island  
Plantation, Florida, 33324  
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

  
(Registered agent's signature) (Officer)

Salvina Amenta-Gray, Special Assistant Secretary  
(Type Name and Title of Officer)

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TALLAHASSEE, FLORIDA

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:

A. DIRECTORS

Director: ~~Chairman~~ Lawrence V. Calcano  
Address: 17 Gotswood Road  
Greenwich, CT 06830  
Director: ~~Vice Chairman~~ Bill Halman  
Address: 81 Beacon Street  
Boston, MA 02108  
Director: Jacqueline C. Morby  
Address: 116 Woodland Road  
Pittsburgh, PA 15232  
Director: A. Bruce Johnston  
Address: 26 Rangeley Road  
Winchester, MA 01890

B. OFFICERS

President: Daryll L. Wartluft  
Address: 15 Spencer Court  
Andover, MA 01810

~~Vice President~~  
~~Secretary~~  
~~Treasurer~~

Clerk: ~~Secretary~~ Marelene O'Brien  
Address: 93 Pond Brook Road  
Chestnut Hill, MA 02167

Assistant Clerk: John J. Egan III, Esq.  
120 Fulton Street, Unit 3D  
Boston, MA 02109

Treasurer: Paul K. McGrath

Address: 68 Sunnynide Avenue

Reading, MA 01867

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

13. Paul K. McGrath  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Paul K. McGrath, Treasurer and Chief Financial Officer  
(Typed or printed name and capacity of person signing application)

**PIVOTPOINT, INC.**

**SCHEDULE A**

**Article 8: Purpose**

To provide computer software support and management consulting services to businesses and to develop and market software products within and without the continental United States; to make and enter into all kinds of contracts, agreements and obligations by or with any persons, firms, associations and corporations in furtherance of such activities, and generally, to perform any and all acts connected therewith, or incidental thereto, and all acts proper or necessary for the purposes of this business.

To carry on any business or other activity which may lawfully be carried on by a corporation, authorized to transact business in Florida, in compliance with Section 607 of the Florida Statutes, whether or not related to those referred to in the foregoing paragraph, whether or not related or similar to the activities described in the preceding paragraph.

**PIVOTPOINT, INC.**

**SCHEDULE B**

**Article 12: Additional Directors**

**Anthony J. Baudanza  
68 Shadow Oak Drive  
Sudbury, MA 01776**

**John Nugent  
9 Stouffer Circle  
Andover, MA 01810**

**Daryll L. Wartluft  
15 Spencer Court  
Andover, MA 01810**

**David Wetmore  
530 Walker Road  
Great Falls, Virginia**



William Francis Galvin  
Secretary of the  
Commonwealth

# *The Commonwealth of Massachusetts*

*Secretary of the Commonwealth*

*State House, Boston, Massachusetts 02133*

December 26, 1996

TO WHOM IT MAY CONCERN:

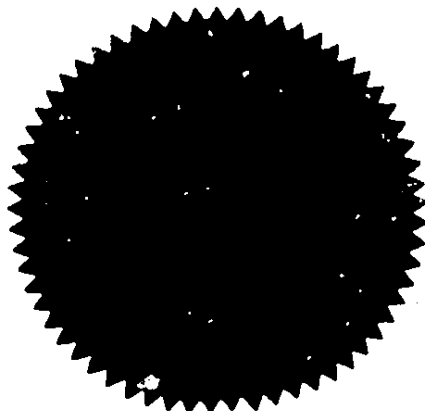
I hereby certify that according to the records of this office

**Pivotpoint, Inc.**

is a domestic corporation organized on **February 8, 1988**, under the General Laws of the Commonwealth of Massachusetts.

I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156B section 101 for said corporations dissolutions; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



In testimony of which,

I have hereunto affixed the

Great Seal of the Commonwealth

on the date first above written.

*William Francis Galvin*

Secretary of the Commonwealth

JBM

\* This is not a tax clearance. Certificates certifying that all taxes due and payable by the corporation have been paid or provided for are issued by the Department of Revenue.

\*\* MGL Chapter 156B Section 83A provides that certain consolidations and mergers may be filed with the division within thirty days after the effective date of the merger or consolidation.