

F97000000506

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DIRECT DIAL TELEPHONE:

March 25, 1997

Hart Collins
Senior Corporate Administrator
Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: VeriBest, Inc., a Delaware corporation
Document Number F97000000506

Dear Mr. Collins:

In response to your letter dated February 17, 1997, a copy of which is enclosed, we are enclosing an affidavit correcting the date first transacted business by VeriBest, Inc. in the State of Florida. This correction corresponds with Section 607.1501 of the Florida Statutes outlining the activities which constitutes transacting business within the State of Florida.

Please file such affidavit upon receipt correcting the application previously filed with the Department of State and return evidence of such correction to my attention.

If you have any questions, please do not hesitate to call. Thank you for your assistance in this matter.

Yours truly,



Anne-Marie Myers
Legal Assistant

Enclosure



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 17, 1997

Anne-Marie Myers
Balch & Bingham
1901 Sixth Ave. N., Suite 2800
Birmingham, AL 35203

RE: VeriBest, Inc., a Delaware corporation, document number F97000000506

Dear Ms. Myers:

As we discussed by telephone today, the qualification documents regarding VeriBest, Inc., a corporation organized under the laws of Delaware, were erroneously filed by this office on January 30, 1997. Section 6 (six) of its application (copy enclosed), sets forth June 13, 1996, as the date first transacted business in Florida. Consequently, this office is required to collect a civil penalty and past annual report fee totaling \$1165.00 in accordance with s. 607.1502(4), F.S..

Please take this opportunity to further review and determine whether VeriBest's activities in this state prior to qualification constituted the transaction of business within the meaning of s. 607.1501(2), F.S. (copy enclosed). If after reviewing this section it is determined that the date first transacted business as stated on VeriBest's application was erroneous, an affidavit correcting the date may be submitted to this office. Such affidavit should attest that its previous activities in Florida did not constitute the transaction of business within the meaning of s.607.1501, F.S. (sample enclosed).

Please submit either an affidavit correcting VeriBest's date first transacted business in Florida as stated on its application, or a check made payable to the Florida Department of State in the amount of \$1165.00 as required by law.

Please contact me if you have any questions regarding this matter.

Sincerely,

A handwritten signature in cursive script, appearing to read "Hart Collins".

Hart Collins, Senior Corporate Administrator
Division of Corporations
Phone: (904) 487-6943

cc: Tom Sokolowski, Controller, VeriBest, Inc., 6101 Lookout Rd., Boulder, CO 80301
Richard Whittaker, Corporation Service Company, 1201 Hayes St., Tallahassee, FL 32301

Enclosures

Division of Corporations • P.O. Box 6327 • Tallahassee, Florida 32314

AFFIDAVIT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 MAR 28 AM 9:08

On this day personally appeared before me, the undersigned officer duly authorized to administer oaths and take acknowledgements Joy Sullins who after having first been duly sworn, upon oath deposes and says as follows:

1. I am Vice-President of Firm VeriBest, Inc., a corporation organized under the laws of the State of Delaware.
2. The "Application by Foreign Corporation for Authorization to Transact Business in Florida", submitted to the Florida Department of State, contained erroneous information.
3. VeriBest, Inc. has not transacted business in the State of Florida. The date of June 1, 1996, as stated in section six (6) of its application is erroneous. The previous activities conducted within the State of Florida by said corporation did not constitute the transaction of business pursuant to section 607.1501, Florida Statutes.
4. The correct date the corporation shall begin conducting its affairs in Florida shall be upon qualification by the Florida Department of State.



Officer

On this 13 day of March, 1997, Joy Sullins personally appeared before me, who is personally known to me.

My Commission Expires: 10/23/2000



Notary Public Signature

ANN Catherine SCHUM

Notary Public Printed Name