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JOANNE CARLETON  
CORPORATE PARALEGAL

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November 5, 1997

Secretary of State  
Corporation Division  
409 E. Gaines Street  
Tallahassee, FL 32399

400002340084--5  
-11/06/97-01056-002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Application for Certificate of Authority on behalf of Risktrac, Inc.

Dear Sir/Madam:

Enclosed for filing is a completed application for Certificate of Authority, with accompanying documentation and filing fee on behalf of Risktrac, Inc., a New Hampshire Corporation. In order to receive confirmation of the file date, I have enclosed a self addressed, stamped envelope and a copy of each of the above-referenced documents.

Kindly forward these confirmations to my attention in the enclosed envelope. Your cooperation and attention in this matter is greatly appreciated.

Very truly yours,

Joanne M. Carleton

JMC/jsb

Enclosures

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# APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION 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. Risktrac, 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. State of New Hampshire  
(State or country under the law of which it is incorporated)
3. 04-3381928  
(FEI number, if applicable)
4. April 2, 1997  
(Date of Incorporation)
5. Perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon issuance of this Certificate of Authority  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502 and 817.156, F.S.))
7. 225 Borthwick Avenue  
Portsmouth, NH 03801 Attn: Richard F. Connell  
(Current mailing address)
8. To engage in the business of computer software sales and in general to carry on any business which may be lawfully done by a corporation under applicable law.  
(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 System  
Office Address: 1200 South Pine Island Road  
Plantation, 33324  
(Zip Code)

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## 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 obligations of my position as registered agent.*

  
(Registered agent's signature) (Officer)  
**SPECIAL ASST. SECRETARY**

(Type Name and Title of Officer)

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

Chairman: (see Attached)

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: Richard F. Connell

Address: 225 Borthwick Avenue  
Portsmouth, NH 03801

Director: William G. Gourley

Address: 175 Berkeley Street  
Boston, MA 02117

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B. OFFICERS

President: William G. Gourley

Address: 175 Berkeley Street  
Boston, MA 02117

Vice President: -

Address: \_\_\_\_\_

Secretary: Barry S. Gilvar

Address: 175 Berkeley Street  
Boston, MA 02117

Treasurer: George W. Doonan

Address: 175 Berkeley Street

Boston, MA 02117

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

13. *George W. Doonan*  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. George W Doonan - Treasurer  
(Typed or printed name and capacity of person signing application)

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*State of New Hampshire*  
*Department of State*

CERTIFICATE OF EXISTENCE

I, William M. Gardner, Secretary of State of the State of New Hampshire, do hereby certify that RISKTRAC, INC. is a New Hampshire corporation duly incorporated under the laws of the State of New Hampshire on April 2, 1997. I further certify that all fees required by the Secretary of State's office have been paid and that articles of dissolution have not been filed.

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IN TESTIMONY WHEREOF, I hereto  
set my hand and cause to be affixed  
the Seal of the State of New Hampshire,  
this 18th day of September, A.D. 1997

*William M. Gardner*

William M. Gardner  
Secretary of State

