

F 97000006312

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Gateway Software Corporation
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

June Hoffman, Controller
(Name of Person)
Gateway Software Corporation
(Firm/Company)
10 S Montana / PO Box 367
(Address)
Fromberg, Montana 59029
(City/State/Zip)

97 DEC - 1 AM 8: 29
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Should you need to call someone concerning this matter, please call:

June Hoffman at (406) 668-7661
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Handwritten initials: JH 12/2

500002359779--3
-12/01/97--01170--001
*****70.00 *****70.00

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. Gateway Software Corporation
(Name of corporation; must include the work "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. Minnesota 3. 81-0455133
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. February 17, 1989 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Not applicable
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. PO Box 367 / 10 S Montana Ave, Fromberg, Montana 59029

(Current mailing address)

8. Sales of computer software, hardware and peripheral supplies and training end users.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324
(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.

(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.

97 DEC - 1 AM 8:29
SECRETARY OF STATE
TALLAHASSEE FLORIDA
FILED

CONSENT TO SERVE AS REGISTERED AGENT

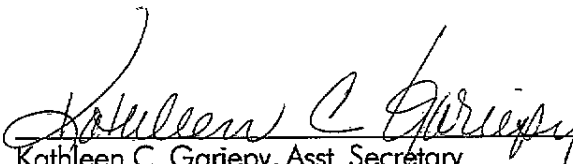
C T Corporation System, 1200 South Pine Island Road, Plantation, FL 33324 does hereby
consent to serve as Registered Agent for the following company:

GATEWAY SOFTWARE CORPORATION
(Name of corporation or limited partnership)

FILED
7 DEC - 1 AM 8:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We understand that as the agent, it will be our responsibility to receive service of process; to forward all mail; and to immediately notify the Office of the Secretary of State in the event of our resignation, or of any changes in the Registered Office address.

DATED November 21, 1997


Kathleen C. Gariepy, Asst. Secretary

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: Richard A. Brown, President/Treasurer

Address: 10 S Montana, Fromberg, MT 59029

Vice Chairman: Clyde Neu, Vice President

Address: MSUB, Billings, MT 59101-0298

Director: Susan L. Wright, Secretary

Address: 10 S Montana, Fromberg, MT 59029

Director: _____

Address: _____

FILED
97 DEC -1 AM 8:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

President: Richard A. Brown

Address: 10 S Montana, Fromberg, MT 59029

Vice President: Clyde Neu

Address: MSUB, Billings, MT 59101-0298

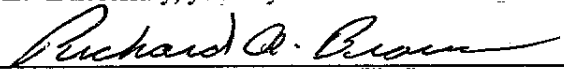
Secretary: Susan L. Wright

Address: 10 S Montana, Fromberg, MT 59029

Treasurer: Richard A. Brown

Address: 10 S Montana, Fromberg, MT 59029

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. Richard A. Brown, President
(Typed or printed name and capacity of person signing application)

State of Minnesota

SECRETARY OF STATE

FILED
97 DEC - 1 AM 8:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Certificate of Good Standing

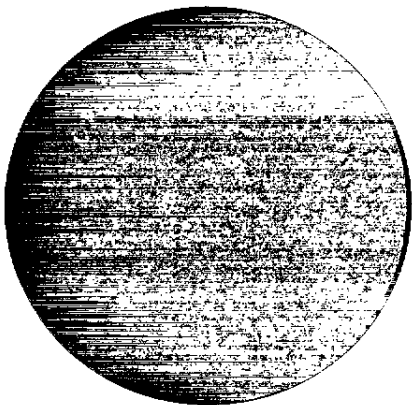
I, Joan Anderson Grove, Secretary of State of Minnesota, do certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that the corporation is governed by the chapter of Minnesota Statutes listed below; and that this corporation is authorized to do business as a corporation at the time this certificate is issued.

Name: Gateway Software Corporation

Date Formed: 02/17/1989

Chapter Governed By: 302A

This certificate has been issued on 11/18/97.



Joan Anderson Grove
Secretary of State.