



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 625692 4320146

AUTHORIZATION :

Patricia Pizzuto

COST LIMIT : \$ 70.00

ORDER DATE : December 8, 1997

ORDER TIME : 10:54 AM

ORDER NO. : 625692-015

CUSTOMER NO: 4320146

CUSTOMER: Barbara K. Fowler, Legal Asst
Xerox Corporation
800 Long Ridge Road

100002368061--3

Stamford, CT 06904

FOREIGN FILINGS

NAME: XESYSTEMS, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stephanie Stscherban

RECEIVED
97 DEC 10 AM 11:29
DIVISION OF CORPORATION
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 10 PM 12:30

W 12/10

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:*

1. XESystems, 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. Delaware 3. 06-1497475
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 10/9/97 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. upon qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 300 Main Street, Techniplex Mall, Suite 4-205, East Rochester
NY 14445
(Current mailing address)
8. To develop, manufacture and market equipment, service consumables,
supplies, software and technical solutions for document applications
used primarily by the technical scientific & engineering community.
(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: (P.O. Box or Mail Drop Box **NOT** acceptable)
Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(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.

Corporation Service Company

By: Vicki Schreiber Asst. V.P.
(Registered agent's signature)

VICKI SCHREIBER
ASSISTANT VICE PRESIDENT

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: (Street address ONLY- P.O. Box NOT acceptable)

A. DIRECTORS (Street address only- P.O. Box NOT acceptable)

Chairman: _____

Address: _____ See attachment _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: _____

Address: _____

See attachment

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. Martin S. Wagner
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14. Martin S. Wagner, Secretary
(Typed or printed name and capacity of person signing application)

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**OFFICERS AND DIRECTORS
OF
XESYSTEMS, INC.**

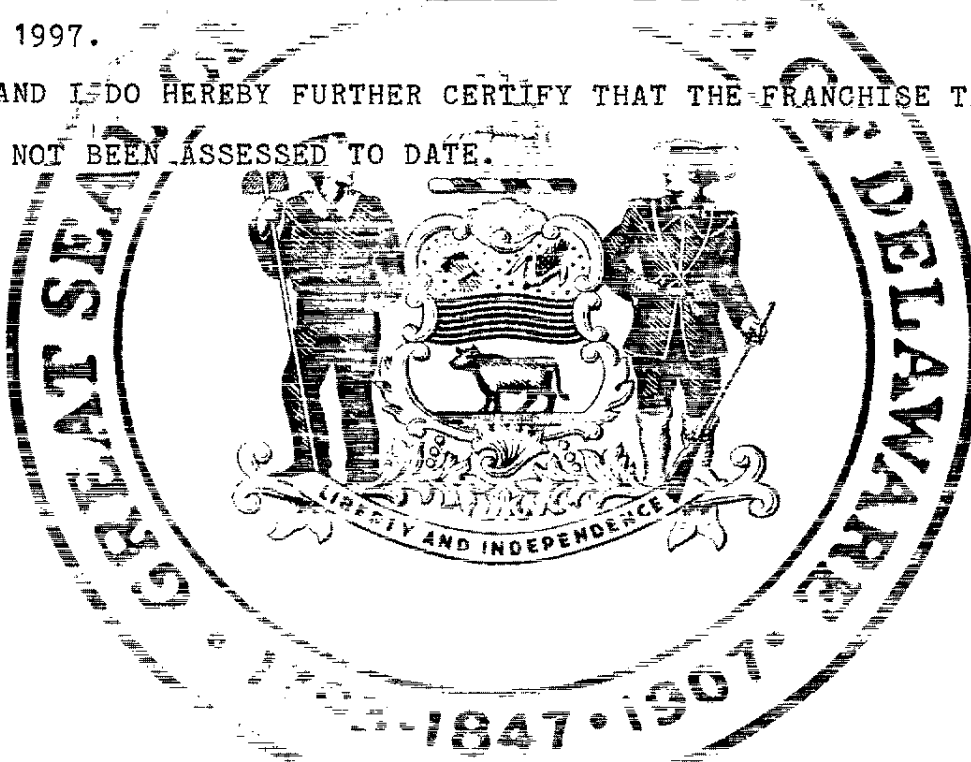
NAME	OFFICE	RESIDENCE ADDRESS	BUSINESS ADDRESS
Colin J. O'Brien	Chairman	Four Pinetum Lane Cos Cob, CT 06807	Xerox Corporation 800 Long Ridge Road Stamford, CT 06904
Thomas Vacchiano	Chief Executive Officer	10 Briant Drive Sudbury, MA 01776	XESystems, Inc. 300 Main Street Techniplex Mall Suite 4-205 East Rochester, NY 14445
Sidney B. Landman	President and Treasurer	70 Corral Drive Penfield, NY 14739	XESystems, Inc. 300 Main Street Techniplex Mall Suite 4-205 East Rochester, NY 14445
Martin S. Wagner	Secretary	21 Kellogg Drive Wilton, CT 06897	Xerox Corporation 800 Long Ridge Road Stamford, CT 06904
Charles P. Gilliam	Assistant Secretary Director	10 Little River Lane Redding, CT 06896	Xerox Corporation 800 Long Ridge Road Stamford, CT 06904

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "XESYSTEMS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTH DAY OF DECEMBER, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



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Edward J. Freel, Secretary of State

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971417355

AUTHENTICATION: 8796108

DATE: 12-08-97