

97000006690

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Progressive Computer Software, Inc.
(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.

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-10/29/97--01090--001
*****70.00 *****70.00

Please return all correspondence concerning this matter to the following:

Beatrice Didion
(Name of Person)
Progressive Computer Software, Inc.
(Firm/Company) -
1971 W. Lumsden Rd. Suite 361
(Address)
Brandon, FL 33511-8820
(City/State/Zip)

wq7-23708
p. 537

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

Beatrice Didion at (813) 654-8325
(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

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-12/10/97--01112--013
***2365.00 ***2365.00

97 DEC 17 PM 3:36

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

12/17



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 17, 1997

BEATRICE DIDION
PROGRESSIVE COMPUTER SOFTWARE, INC.
1971 W. LUMSDEN RD. SUITE 361
BRANDON, FL 33511-8820

SUBJECT: PROGRESSIVE COMPUTER SOFTWARE, INC.
Ref. Number: W97000023708

We have received your document for PROGRESSIVE COMPUTER SOFTWARE, INC.. However, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$70.00. Your document will be retained in our pending file. Please return a copy of this letter to ensure that your check is properly credited.

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$2,365.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501 or 617.1501, Florida Statutes.

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers

Document Examiner

Letter Number: 897A00050745

October 26, 1997

Lee Rivers
State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

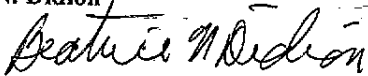
Attention: Lee Rivers

Dear Lee Rivers:

We seem to have a misunderstanding of the information supplied by me in my last correspondence. Progressive Computer Software Inc. is a wholly owned company by my husband and I. My husband Edward L. Didion is a consultant and to this point has done no work in Florida. He would like to begin working in the state of Florida. For this reason I am requesting a Certificate of Existence from the State of Florida. The fact that we reside in Brandon, FL does not mean that we have moved our business to the state of Florida. We are only now requesting the Certificate of Existence before we begin doing business in Florida. Please find enclosed my application fee for the Certificate. Thank you in advance for your efforts in matter.

Beatrice N. Didion
Secretary

BND



PROGRESSIVE COMPUTER SOFTWARE INC.
1971 W. LUMSDEN RD. SUITE 361
BRANDON, FL. 33511



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 29, 1997

BEATRICE DIDION
PROGRESSIVE COMPUTER SOFTWARE, INC.
1971 W. LUMSDEN RD. SUITE 361
BRANDON, FL 33511-8820

SUBJECT: PROGRESSIVE COMPUTER SOFTWARE, INC.
Ref. Number: W97000023708

We have received your document for PROGRESSIVE COMPUTER SOFTWARE, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

Attached is a copy of our previous letter. Please note the highlighted parts. You must submit a sworn (notarized) affidavit in order to correct erroneous information on your original application; the affidavit is described in the attached letter.

Also, you must submit a new, original certificate, as described in the attached letter. What you submitted is a photocopy of an original dated October 6, 1985.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 997A00052522

*Received penalty 12/10/
verified via phone prior
to cashing check. They'll
send CVG.*

BONNIE A. BERNES & ASSOCIATES, P.A.

Attorneys At Law
2185 Logan Street
España Business Center
Clearwater, Florida 33765
Telephone (813) 443-2331
Fax (813) 443-2664

December 3, 1997

SENT VIA CERTIFIED MAIL - RETURN RECEIPT REQUESTED

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

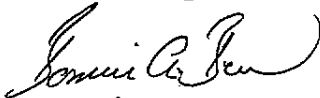
Re: Progressive Computer Software, Inc.
Ref. Number W97000023708

Dear Sir/Madam:

Please be advised that this law firm represents Progressive Computer Software, Inc. Please find enclosed a check in the amount of \$2,365.00 as payment for the corporation's annual report and civil penalty fees referenced in your letter dated October 17, 1997. Please find a copy of said letter enclosed herein. Forthcoming you will receive the application for registration of a foreign corporation from Progressive Computer Software, Inc. as soon as receive the blank application form from your office and the original certificate of incorporation from the Pennsylvania Secretary of State.

Thank you for your attention to this matter. Should you have any questions please feel free to call me office.

Sincerely,



Bonnie A. Bernes
Attorney at Law

enclosures

cc: Edward Didion

BONNIE A. BERNES & ASSOCIATES, P.A.

Attorneys At Law
2185 Logan Street
España Business Center
Clearwater, Florida 33765
Telephone (813) 443-2331
Fax (813) 443-2664

December 12, 1997

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

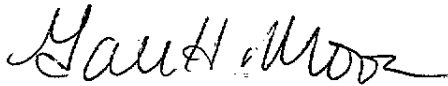
Re: Progressive Computer Software, Inc.
Ref. Number W97000023708

Attn: Lee Rivers

Please find enclosed a certificate of good standing from the State of Pennsylvania regarding Progressive Computer Software, Inc. The company previously submitted an original application to authorize a foreign corporation to do business in Florida. Your office requested the enclosed certificate in order to process the application. Please advise me if there is anything further we need to do.

Additionally please send us a copy of the original application for our records. Thank you for your attention to this matter. Please do not hesitate to call me should you have any questions.

Sincerely,



Gale H. Moore
Attorney at Law

enclosure

cc: Edward Didion

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

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

1. Progressive Computer Software, Incorporated

(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. Pennsylvania

(State or country under the law of which it is incorporated)

3. #76-0101299

(FEI number, if applicable)

4. October 6, 1980

(Date of Incorporation)

5. "perpetual"

(Duration: Year corp. will cease to exist or "perpetual")

6. April 1995

(Date first transacted business in Florida. (SEE SECTIONS 607.1501, .607.1502, AND 817.155, F.S.)

7. Progressive Computer Software, Inc.

1971 W. Lumsden Rd, Suite 361 Brandon, FL 33511-8820

(Current mailing address)

8. Consulting and Software Development

(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: Beatrice Didion

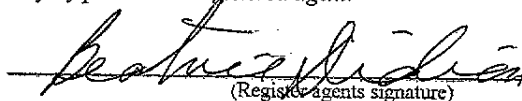
Office Address: 1606 Westerly Drive

Brandon, Florida, 33511-8820

(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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 17 PM 3:36

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: Edward L. Didion

Address: 1606 Westerly Drive

Brandon, FL 33511-8820

Vice Chairman: Beatrice Didion

Address: 1606 Westerly Drive

Brandon, FL 33511-8820

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Edward L. Didion

Address: 1606 Westerly Drive

Brandon, FL 33511-8820

Vice President: _____

Address: _____

Secretary: Beatrice Didion

Address: 1606 Westerly Drive

Brandon, FL 33511-8820

Treasurer: Beatrice Didion

Address: 1606 Westerly Drive

Brandon, FL 33511-8820

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

13. Edward L. Didion

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Edward L. Didion President

(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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C O M M O N W E A L T H O F P E N N S Y L V A N I A

D E P A R T M E N T O F S T A T E

DECEMBER 08, 1997

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT,

PROGRESSIVE COMPUTER SOFTWARE, INC.

is duly incorporated under the laws of the Commonwealth of Pennsylvania and remains a subsisting corporation so far as the records of this office show, as of the date herein.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 17 PM 3:36



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.

Walter K. ...
r of the Commonwealth

Secretary of the Commonwealth

NROB