

TRANSMITTAL LETTER

F980000000446

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: WALKER INTERACTIVE SYSTEMS, 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.

Please return all correspondence concerning this matter to the following:

MICHELLE SOOHOO

(Name of Person)

800002382698--7
12/24/97-01088-001
*****78.75 *****78.75

WALKER INTERACTIVE SYSTEMS, INC.

(Firm/Company)

MARATHON PLAZA THREE NORTH, 303 SECOND STREET

(Address)

800002382698--7
-01/27/98-01001-013
***3465.00 ***3465.00

SAN FRANCISCO, CALIFORNIA 94107

(City/State/Zip)

W97-28679

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

P.560

MICHELLE SOOHOO

(Name of Person)

at (415) 243-2893

(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 26, 1997

MICHELLE SOOHOO
WALKER INTERACTIVE SYSTEMS, INC.
303 SECOND ST, MARATHON PLAZA THREE N.
SAN FRANCISCO, CA 94107

SUBJECT: WALKER INTERACTIVE SYSTEMS, INC.
Ref. Number: W97000028679

We have received your document for WALKER INTERACTIVE SYSTEMS, INC. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

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 \$5965.00.

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.

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) 487-6092.

Hart Collins
Senior Corporate Section Administrator

Letter Number: 597A00060444



Department of State

Memorandum Office of the General Counsel

TO: File

FROM: Gerard York, Assistant General Counsel

DATE: January 23, 1998

RE: Walker Interactive Systems, Inc.

Based on my review of the file and the payments received from the corporation, it is my recommendation that this file be closed. Corporation has paid outstanding report fees from 1992 of \$965.00 and foreign non-qualified penalties of \$ 2500.00 assessed at the statutory minimum and wishes to be qualified to do business in the State of Florida. Accordingly, it is recommended corporation be issued a certificate of authority.

/gty

**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. WALKER INTERACTIVE SYSTEMS, 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

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

3. 95-2862954

(FEI number, if applicable)

4. 01/06/92

(Date of Incorporation)

5. PERPETUAL

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

6. 10/01/92

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

7. MARATHON PLAZA THREE NORTH, 303 SECOND STREET

SAN FRANCISCO, CALIFORNIA 94107

(Current mailing address)

8. SALE OF COMPUTER SOFTWARE & CONSULTING SERVICES

(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: 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.

George C. Romero George C. Romero
Assistant Vice President
(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.

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SECRETARY OF STATE
DIVISION OF CORPORATION
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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: SEE ATTACHED STATEMENT

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: SEE ATTACHED STATEMENT

Address: _____

Vice President: _____

Address: _____

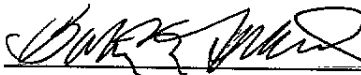
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

14. BARBARA M. HUBBARD
(Typed or printed name and capacity of person signing application)

WALKER INTERACTIVE SYSTEMS, INC.

BOARD OF DIRECTORS

RICHARD C. ALBERDING

15 Ashdown Place
Half Moon Bay, CA 94019
415/726-0589
Fax: 415/726-4292

TANIA AMOCHAEV

President & CEO
Quick Response Services
1400 Marina Way South
Richmond, CA 94804
510/215-3702
Fax: 510/215-3997

WILLIAM A. HASLER

Haas School of Business
University of California
545 Student Svcs. Bldg, #1900
Berkeley, CA 94720
510/642-1425
Fax: 510/643-9428

DAVID C. HODGSON

General Partner
General Atlantic Corporation
3 Pickwick Plaza
Greenwich, CT 06830
203/629-8645
Fax: 203/622-4098

LEONARD Y. LIU

Chairman, President & CEO
(see next column)

JOHN LILLIE

Chairman
The Epic Team
66 Atherton Avenue
Atherton, CA 94027
415/322-5888

DAVID C. WETMORE

The Updata Group
516 Herndon Pkwy.
Herndon, VA 22070
703/736-0020
Fax: 703/709-1004

EXECUTIVE OFFICERS

LEONARD Y. LIU

Marathon Plaza 3 North
303 Second Street
San Francisco, CA 94107
415/243-2636
Fax: 415/281-1588

BRUCE C. POLLOCK

Sr. VP & CFO
Marathon Plaza 3 North
303 Second Street
San Francisco, CA 94107
415/243-2677
Fax: 415/281-1588

BARBARA HUBBARD

Vice President & Corporate
Controller
Marathon Plaza 3 North
303 Second Street
San Francisco, CA 94107
415/243-2930
Fax: 415/281-1588

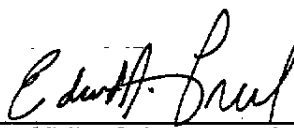
State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WALKER INTERACTIVE SYSTEMS, 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 TWENTY-FIRST DAY OF NOVEMBER, A.D. 1997.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 26 AM 11:13




Edward J. Freel, Secretary of State

AUTHENTICATION:

2283984 8300

DATE: 8771413

971393543

11-21-97