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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

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-01/29/98--01051--001
*****78.75 *****78.75

SUBJECT: Metrum-DATATAPE, 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:

Barbara G. Mangus

(Name of Person)

Wyatt, Tarrant & Combs

(Firm/Company)

2800 Citizens Plaza

(Address)

Louisville, KY 40202

(City/State/Zip)

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

Barbara G. Mangus

(Name of Person)

at (502) 562-7537

(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

WYATT, TARRANT & COMBS

CITIZENS PLAZA

LOUISVILLE, KENTUCKY 40202-2898

502 569-5235

FAX: 502 569-0309

1700 LEXINGTON FINANCIAL CENTER
LEXINGTON, KY 40507
606 233-2012

TAYLOR-SCOTT BUILDING
FRANKFORT, KY 40601
502 223-2104

ELSBY BUILDING
NEW ALBANY, IN 47150
812 945-3561

6075 POPLAR AVENUE, SUITE 850
MEMPHIS, TN 38119
901 537-1000

1500 NASHVILLE CITY CENTER
NASHVILLE, TN 37219
615 244-0020

29 MUSIC SQUARE EAST
NASHVILLE, TN 37203
615 255-6161

313 E. MAIN STREET, SUITE 1
HENDERSONVILLE, TN 37075
615 822-8822

WRITER'S DIRECT DIAL NUMBER

502 562-7537

January 28, 1998

VIA FEDERAL EXPRESS

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

RE: Metrum-DATATAPE, Inc.
Application by Foreign Corporation
for Certificate of Authority

Dear Sir or Madam:

Enclosed herewith please find the following documents for filing:

1. Two originals and two copies of the Transmittal Letter.
2. One original and three copies of the Application by Foreign Corporation for Authorization Transact Business in Florida.
3. One original and two copies of the State of Delaware Certificate of Good Standing dated January 22, 1998.
4. Wyatt, Tarrant & Combs firm check no. 128861 payable to Florida Department of State in the amount of Seventy-eight Dollars and 75/100 (\$78.75) representing your Registration fee of \$70.00 and Certificate of Status fee of \$8.75.

Please file these documents and kindly return the file stamped copies to this office. I would like to have a Certificate of Existence issued after the Application by Foreign Corporation for Authorization is filed.

A self-addressed, stamped envelope is provided for your convenience.

WYATT, TARRANT & COMBS

Qualification/Tax Lien

Section

January 28, 1998

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Should you have any questions or need additional information, please do not hesitate to contact me at the above listed telephone number or address.

Very truly yours,

WYATT, TARRANT & COMBS



Barbara G. Mangus
Paralegal

BGM/mtf
Enclosure
cc: File
18045/74582
E:\BGM\FLAGFP.LTR

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. Metrum-DATATAPE, 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. _____
(FEI number, if applicable)

4. 10-15-97
(Date of incorporation)

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

6. February 1, 1998 (expected)
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 605 E. Huntington Drive
Monrovia, CA 91017
(Current mailing address)

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8. To sell and service Metrum-DATATAPE products consisting of but not limited to providing special purpose products, storage systems solutions and integrated support services for the acquisition of mass storage.
(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: C T CORPORATION SYSTEM
Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip Code)

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 obligation of my position as registered agent.

Susan J. Metzger
C T CORPORATION SYSTEM
(Registered agent's signature) (Officer)
Susan J. Metzger
Assistant 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: Jeffrey T. Gill, Sole Director

Address: 455 S. Fourth St., Louisville, KY 40202

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: John B. Krauss

Address: 4800 Dry Creek Road
Littleton, CO 80122

Vice President: Richard L. Davis

Address: 455 S. Fourth St.
Louisville, KY 40202

Secretary: David D. Johnson

Address: 455 S. Fourth St.
Louisville, KY 40202

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Treasurer: David D. Johnson

Address: 455 S. Fourth St.

Louisville, KY 40202

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

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

14. Richard L. Davis, Vice President
(Typed or printed name and capacity of person signing application)

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State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "METRUM-DATATAPE, 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-SECOND DAY OF JANUARY, A.D. 1998.

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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8880333

DATE: 01-22-98