

F 98000000931

CORPORATION SYSTEM

2 Oliver Street
Boston, MA 02109
Tel. 617 482 4006
Fax 617 482 2795

February 12, 1998

Secretary of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Computer Corporation of America
Order #: 1120341

As requested by counsel, we enclose for filing qualification documents on behalf of this corporation together with funds in payment of the required fees. This document should be filed upon receipt.

Evidence of the filing should be returned to this office

If you have any questions or if for any reason the filing cannot be effected promptly, please notify this office of the details by calling our toll-free number: 1-800-225-2034 Ext. 3012.

Very truly yours,

Christine M. Eastwine
Senior Customer Specialist

/cme

Enclosure

Special Instructions:

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DIVISION OF CORPORATIONS
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WQ8-3536

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. Computer Corporation of America
(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. Massachusetts
(State or country under the law of which it is incorporated)
3. 04-3024595
(FEI number, if applicable)
4. September 29, 1988
(Date of incorporation)
5. Perpetual
(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 817.156, F.S.))
7. 500 Old Connecticut Path, Framingham, Massachusetts 01701
(Current mailing address)
8. Marketing of software programs
(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.

C T Corporation System



(Registered agent's signature) (Officer)

EDWARD SANTOLALLA
Assistant Vice President

(Type Name and Title of Officer)

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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: see attached list of directors

Address: _____

Vice Chairman: see attached list of directors

Address: _____

Director: see attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____


Address: _____

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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. Russell LaVoie, Secretary _____
(Typed or printed name and capacity of person signing application)

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COMPUTER CORPORATION OF AMERICA

Officers and Directors

<u>Name</u>	<u>Title</u>	<u>Address</u>
Richard P. Ryan	President	500 Old Connecticut Path Framingham, MA 01701
Russell Lavoie	Treasurer and Clerk	500 Old Connecticut Path Framingham, MA 01701
Richard D. Stewart	Director	500 Old Connecticut Path Framingham, MA 01701
Michael Blair	Director	500 Old Connecticut Path Framingham, MA 01701
Arnold Hoffman	Director	500 Old Connecticut Path Framingham, MA 01701

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The Commonwealth of Massachusetts

Secretary of the Commonwealth

State House, Boston, Massachusetts 02133

William Francis Galvin
Secretary of the
Commonwealth

February 9, 1998

TO WHOM IT MAY CONCERN:

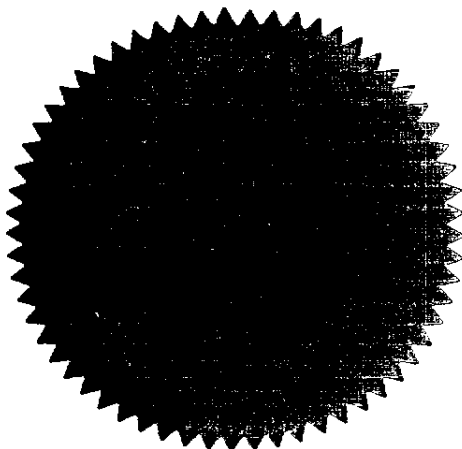
I hereby certify that according to the records of this office

Computer Corporation of America

is a domestic corporation organized on **September 29, 1988**, under the General Laws of the Commonwealth of Massachusetts.

I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156B section 101 for said corporations dissolutions; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.

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In testimony of which,
I have hereunto affixed the
Great Seal of the Commonwealth
on the date first above written.

William Francis Galvin

Secretary of the Commonwealth

NEM

* This is not a tax clearance. Certificates certifying that all taxes due and payable by the corporation have been paid or provided for are issued by the Department of Revenue.

** MGL Chapter 156B Section 83A provides that certain consolidations and mergers may be filed with the division within thirty days after the effective date of the merger or consolidation.