

F98000001561

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: COMPASS 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.

Please return all correspondence concerning this matter to the following:

RICHARD GINSBURG
(Name of Person)
COMPASS SOFTWARE INC
(Firm/Company)
7 FAWN RIDGE ROAD
(Address)
LEBANON NJ 08833
(City/State/Zip)

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

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RICHARD GINSBURG at (908) 236 2334
(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:

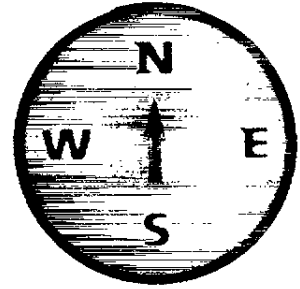
Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

COMPASS SOFTWARE INC

**Seven Fawn Ridge Road
Lebanon, New Jersey 08833**

Voice 908.236.2334 / Fax 908.236.2109 / E-Mail compass@blast.net

Only the finest
software is called
COMPASS.
Founded 1983



March 16, 1998

Qualification / Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Dear Sir or Madam,

The enclosed Certificate of Existence was omitted from our package sent today via certified mail. Please attach it to our folder for completion of our Application by Foreign Corporation for Authorization to Transact Business in Florida. Thank you.

Sincerely,

A handwritten signature in black ink, appearing to read 'Richard Ginsburg'.

Richard Ginsburg
President **COMPASS Software Inc**

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

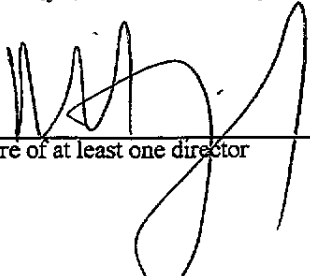
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RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned RICHARD GINSBURG, do hereby certify
that this Resolution of the Board of Directors of COMPASS SOFTWARE INC
a corporation duly organized and existing under the laws of the State of DELAWARE,
was duly adopted on MARCH 12, 19 98.

Resolved, that COMPASS SOFTWARE INC, organized
and existing in the State of DELAWARE, hereby adopts the
name THE FAWN RIDGE GROUP INC.
for use in Florida.

Dated: MARCH 12 1998



Signature of at least one director

INHS19(3/95)

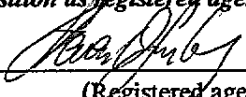
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*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. COMPASS SOFTWARE 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. 22-3153122
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. FEB 29 1992 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. MAY 1 1998
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 7 FAWN RIDGE ROAD
LEBANON NJ 08833
(Current mailing address)
8. SALES OF COMPUTER SOFTWARE, HARDWARE & SUPPORT
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)
- Name: STEVEN GINSBURG
- Office Address: 2601 SOUTH BAYSHORE DR
MIAMI, Florida, 33133
(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.

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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: RICHARD GINSBURG

Address: 11161 SANDYSHELL WAY
BOCA RATON FL 33498

Vice Chairman: KAREN G GINSBURG

Address: 11161 SANDYSHELL WAY
BOCA RATON FL 33498

Director: _____

Address: _____

Director: _____

Address: _____

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

President: RICHARD GINSBURG

Address: 11161 SANDYSHELL WAY
BOCA RATON FL 33498

Vice President: KAREN GINSBURG

Address: 11161 SANDYSHELL WAY
BOCA RATON FL 33498

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

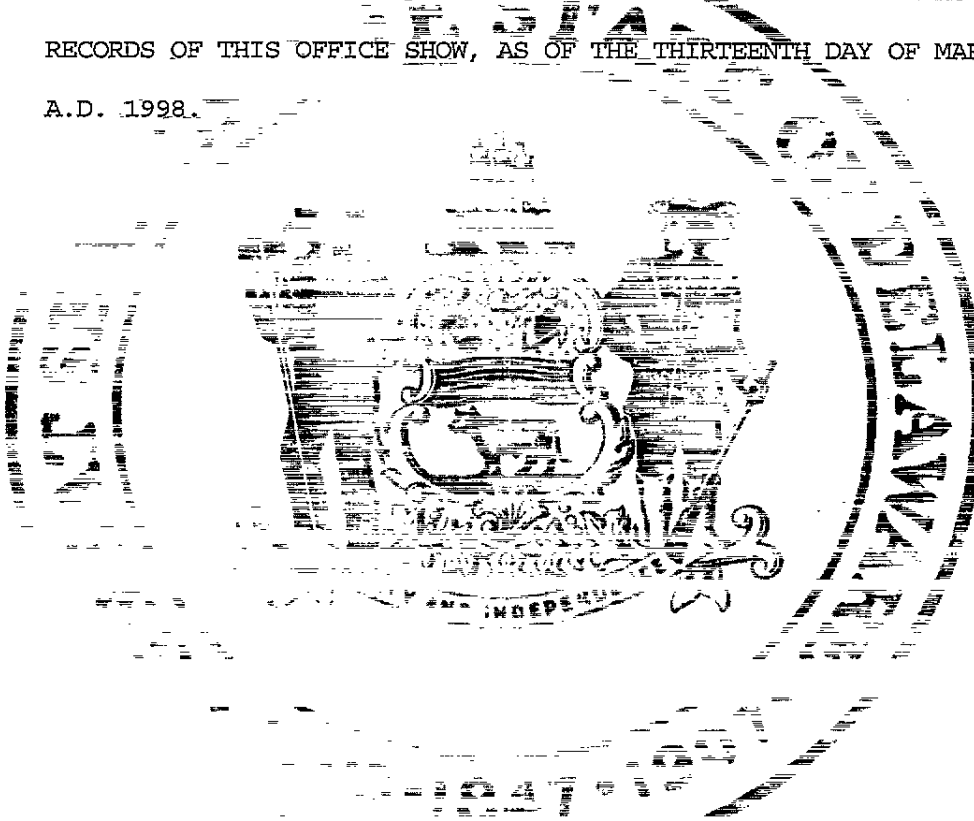
14. RICHARD GINSBURG
(Typed or printed name and capacity of person signing application)

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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 "COMPASS SOFTWARE 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 THIRTEENTH DAY OF MARCH,
A.D. 1998.



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DIVISION OF CORPORATIONS
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Edward J. Freel
Edward J. Freel, Secretary of State

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AUTHENTICATION:

8970274

DATE:

03-13-98