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ARTHUR S. CORRALES
ATTORNEY AT LAW

1602 WEST SLIGH AVENUE
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HOURS BY APPOINTMENT ONLY

May 4, 1998

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

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*****70.00 *****70.00

Dear Sir or Madam:

W98-10496

Enclosed please the original Transmittal Letter, Application by Foreign Corporation for Authorization to Transact Business in Florida with attached Certificate of Existence from the State of Massachusetts and Resolution together with my trust account check in the amount of \$70.00.

Upon your receipt, please forward to the undersigned a letter of acknowledgment of same.

Needless to say, should you have any questions, please do not hesitate to contact this office.

Sincerely,

Arthur S. Corrales, Esq.

ASC/mm
Enc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 14 AM 10:09

5/14



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 8, 1998

ARTHUR S CORRALES
1602 WEST SLIGH AVENUE
SUITE 100
TAMPA, FL 33604

SUBJECT: RISC MANAGEMENT, INC.
Ref. Number: W98000010496

We have received your document for RISC MANAGEMENT, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

The adopted name Riscmanagement of Tampa must contain a corporate suffix.

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) 487-6097.

Michael Mays
Document Specialist

Letter Number: 398A00025580

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DIVISION OF CORPORATIONS
& ATTORNEYS

**RESOLUTION BY THE BOARD OF DIRECTORS
OF RISCmanagement, INC.**

By a duly made and seconded motion, a majority of the directors of the Board of directors of RISCmanagement, Inc., voted to adopt the following Resolution:

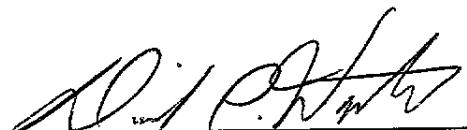
That as a result of the corporate name of RISCmanagement, Inc. being unavailable for the purpose of making application to the Florida Secretary of State for authorization to transact business in said state, it is hereby adopted that RISCmanagement of Tampa shall hereafter be the corporate name for use in the State of Florida only.
Inc.

And it is FURTHER RESOLVED, that the President of the corporation call a special meeting of the corporation's shareholders, to be held at 14602 McCormick Drive, Tampa, Florida on April 16, 1998 at 10:00 a.m. to consider and vote upon the Resolution, and the President of the corporation is hereby directed to require the Vice President of the corporation to give notice of the special meeting to shareholders in accordance with the Articles and Bylaws of this corporation.

The undersigned, Daniel C. Wastak, certifies that I am the duly appointed Vice President of RISCmanagement, Inc. and that the above is a true and correct copy of a Resolution adopted at a meeting of the directors thereof, convened and held in accordance with law and the Bylaws of said corporation and that such Resolution is now in full force and effect.

IN WITNESS WHEREOF, I have affixed my name as Vice President of RISCmanagement, Inc.

DATED this 24th day of April, 1998.



DANIEL C. WASTAK, V.P.
RISCmanagement, Inc.

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DIVISION OF CORPORATIONS

**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. RISCmanagement, 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. Massachusetts 3. 04-3153370
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. January 7, 1993 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. March 1, 1994
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 14602 McCormick Drive, Tampa, Florida 33626

(Current mailing address)

8. Computer software sales and installations.
(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: Daniel C. Wastak

Office Address: 14602 McCormick Drive

Tampa, Florida, 33626
(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: Aaron W. Reibstein

Address: 163 Highland Avenue
Needham, MA 02194

Vice Chairman: Daniel C. Wastak

Address: 14602 McCormick Drive
Tampa, Florida 33626

Director: Mark S. Barron

Address: 770 North LaSalle, Suite 502
Chicago, Illinois 60610

Director: Joseph Norton

Address: 770 North LaSalle, Suite 502
Chicago, Illinois 60610

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

President: Aaron W. Reibstein

Address: 163 Highland Avenue
Needham, MA 02194

Vice President: Daniel C. Wastak

Address: 14602 McCormick Drive
Tampa, Florida 33626

Secretary: Mark S. Barron

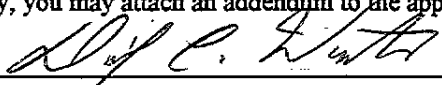
Address: 770 North LaSalle, Suite 502
Chicago, Illinois 60610

Treasurer: Aaron W. Reibstein

Address: 163 Highland Avenue
Needham, MA 02194

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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. Daniel C. Wastak, V.P.
(Typed or printed name and capacity of person signing application)



William Francis Galvin
Secretary of the
Commonwealth

The Commonwealth of Massachusetts

Secretary of the Commonwealth

State House, Boston, Massachusetts 02133

April 17, 1998

To Whom It May Concern :

I hereby certify that,

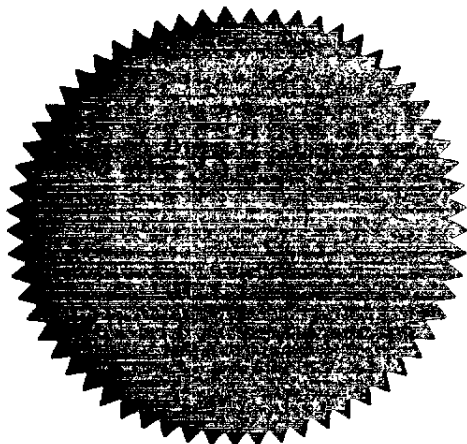
RISCmanagement Inc.

appears by records of this office to have been incorporated under the General Laws of this Commonwealth on **January 7, 1993**.

I also certify that so far as appears of record here, said corporation still has legal existence.

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DIVISION OF CORPORATIONS



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

* 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.