

F98000003066



ACCOUNT NO. : 072100000032
REFERENCE : 816295 4612432
AUTHORIZATION : Patricia Pizutto
COST LIMIT : \$ 122.50

ORDER DATE : May 12, 1998
ORDER TIME : 9:37 AM
ORDER NO. : 816295-005
CUSTOMER NO: 4612432
CUSTOMER: Mary Grabka, Esq
Archer & Greiner, P. C.
One Centennial Square
Haddonfield, NJ 08033

986/1
98 MAY 13 AM 8:36
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SECRETARY OF STATE
DIVISION OF CORPORATIONS

700002521657--6

FOREIGN FILINGS

NAME: SUNGUARD, INC.

W98 - 10861

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

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Conflict
L41349



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 13, 1998 5/26

CSC

SUBJECT: SUNGUARD INC.
Ref. Number: W98000010861

RESUBMIT

Please give original
submission date as file date

We have received your document(s) in this office, however, a copy of the document is being returned for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 798A00026506

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98 MAY 29 PM 1:05
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SUNGUARD, INC.

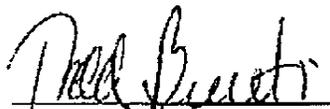
Action of Sole Director
by Written Consent

The undersigned, being the sole director of Sunguard, Inc., a corporation duly organized under the laws of the State of New Jersey ("Corporation"), hereby consents to the following action, which consent shall constitute a special meeting of the directors of the Corporation and shall have the same effect as an action duly taken by said director at such meeting:

RESOLVED, that, inasmuch as this Corporation desires to transact business in the State of Florida, and inasmuch as the Board of Directors has been advised that the name of this Corporation is not available for corporate use in the State of Florida, this Corporation adopt the alternate name Sunguard Bodywipes, Inc. for use in transacting business in the State of Florida pursuant to Section 607.1506, Florida Business Corporation Act; and

FURTHER RESOLVED, that the officers of the Corporation be and hereby are authorized and directed to cause any and all required documents to be prepared, executed, and filed so that this Corporation may obtain a Certificate of Authority pursuant to the Florida Business Corporation Act, and to cause this Corporation to use the said alternate name in the transaction of business in the State of Florida.

Dated: May 25, 1998



Todd Boschetto, Director

341834

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. Sunguard 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. New Jersey (State or country under the law of which it is incorporated) 3. 22-3574857 (FEI number, if applicable)

4. 3/6/98 (Date of Incorporation) 5. perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. 5-1-98 (Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))

7. 3030 S.W. 32nd Avenue
Miami, FL 33133
(Current mailing address)

8. Marketings - Sales
(Purposes) 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: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(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.

By: Zulema M. Howarth
Corporation Service Company
(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: Todd Boschetto
Address: 3030 S.W. 32nd Avenue
Miami, FL 33133

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Todd Boschetto
Address: 3030 S.W. 32nd Avenue
Miami, FL 33133

Vice President: Phillip Thistle

Address: 3030 S.W. 32nd Avenue

Miami, FL 33133

Secretary: Todd Boschetto

Address: 3030 S.W. 32nd Avenue

Miami, FL 33133

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. Todd Boschetto, President
(Typed or printed name and capacity of person signing application)

STATE OF NEW JERSEY
DEPARTMENT OF STATE
SHORT FORM STANDING

SUNGUARD INC.

I, the Secretary of State of the State of New Jersey, do hereby certify that the above-named New Jersey Domestic Profit Corporation was registered by this office on March 6, 1998.

As of the date of this certificate, said business continues as an active business in good standing in the State of New Jersey, and its Annual Reports are current.

I further certify that the registered agent and registered office are:

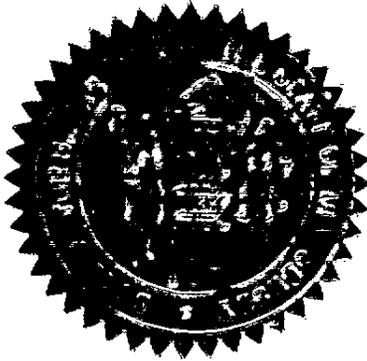
*Agh&R Service Company
One Centennial Sq
Haddonfield, NJ 08033*

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STATE OF NEW JERSEY
DEPARTMENT OF STATE
SHORT FORM STANDING

SUNGUARD INC.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
5th day of May, 1998

Lonna R Hooks

LONNA R HOOKS
Secretary of State

98 MAY 13 AM 8:36

DIVISION OF CORPORATE AFFAIRS