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June 2, 1998

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-06/03/98--01107--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: SPEARHEAD SYSTEM CONSULTANTS (US), LTD.

Enclosed herein please find an original and a copy of the Application by Foreign Corporation for Authorization to Transact Business in Florida for the above named New York entity. Please file the document and return to me a stamped filed copy of the application Articles. Enclosed please find 1 check made payable to Florida Department of State in the amount of \$70.00 for the corporate filing fees.

Please return proof of filing to this office in the enclosed Federal Express envelope for your convenience.

Thank you for giving this matter your attention.

Very truly yours,

*Lawrence A. Kirsch*  
Lawrence A. Kirsch

LAK/ss  
Enc.

W98-12784

*2/6/98*



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

June 3, 1998

GERALD WEINBERG, P.C.  
LAWRENCE A. KIRSCH, ESQ.  
90 STATE STREET  
ALBANY, NY 12207

SUBJECT: SPEARHEAD SYSTEM CONSULTANTS (US), LTD.  
Ref. Number: W98000012784

We have received your document for SPEARHEAD SYSTEM CONSULTANTS (US), LTD. 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 use of LIMITED or LTD. is not acceptable as a corporate suffix. The name must include a word such as INCORPORATED, INC., CORPORATION, CORP., COMPANY, or CO.

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) 487-6094.

Agnes Lunt  
Document Specialist

Letter Number: 798A00031459

**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. SPEARHEAD SYSTEM CONSULTANTS (US) LTD. CO.

(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 YORK

(State or country under the law of which it is incorporated)

3. 11-3203309

(FEI number, if applicable)

4. 2/3/94

(Date of Incorporation)

5. PERPETUAL

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

6. DATE OF FILING OF THIS APPLICATION

(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 55 BROAD STREET 24<sup>TH</sup> FLOOR

NEW YORK, NY 10004

(Current mailing address)

8. COMPUTER CONSULTING SERVICES AND RESALE OF COMPUTER SOFTWARE

(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: (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.*

Margaret R. Cullen  
(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.

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: \_\_\_\_\_

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: CHRIS FYNN

Address: 26 SPARROW COURT

GLEN COVE, N.Y.

Director: ELIZABETH VERMEULEN

Address: 26 SPARROW COURT

GLEN COVE NY

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

President: CHRIS FYNN

Address: 26 SPARROW COURT

GLEN COVE, NY

Vice President: ELIZABETH VERMEULEN

Address: GLEN COVE, NY

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

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. ELIZABETH VERMEULEN

(Typed or printed name and capacity of person signing application)

**State of New York** } ss:  
**Department of State**

I hereby certify, that the certificate of incorporation of SPEARHEAD SYSTEM CONSULTANTS (US), LTD. was filed on 02/03/1994, with perpetual duration, and that a diligent examination has been made of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

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*Witness my hand and the official seal  
of the Department of State at the City  
of Albany, this 27th day of May  
one thousand nine hundred and  
ninety-eight.*

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