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June 2, 1998

500002546705--6 -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 and 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.

w98-12784

Very truly yours

lawrence A. Kirsch

LAK/ss Enc.

.



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 REGISTER A FOREIGN CORPORATION TO TRANSAC | |
|---|--|
| 1 SPEARHEAD SYSTEM CONSULTANTS (| |
| (Name of corporation: must include the word "INCORPORATED of like import in language as will clearly indicate that it is a corp contained in the name at present.) | ", "COMPANY", "CORPORATION" or words or abbreviations |
| 2. NEW YORK (State or country under the law of which it is incorporated) | 11-3203309 |
| (State or country under the law of which it is incorporated) | (FEI number, if applicable) |
| 4. <u>2/3/94</u> 5 (Date of Incorporation) | S. PERPETUAL |
| (Date of Incorporation) | (Duration: Year corp. will cease to exist or "perpetual") |
| 6 | FILING OF THIS APPLICATION |
| | |
| 7. 55 BROAD STREET 24 TH 9 | FLOOR |
| NEW YORK NY 10004 (Current mail 8. COMPUTER CONSULTING SERVICES AND | |
| (Current mail | ling address) |
| 8. COMPLTER CONSULTING SERVICES AN | ID 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 agen | t: (P.O. Box or Mail Drop Box NOT acceptable) |
| Name: CORPORATION SELVICE | BURANY |
| Office Address: 120 / HAYS | STREET |
| TALLAHASSEE | |
| 10. Registered agent's acceptance: | |
| Having been named as registered agent and to accept seplace designated in this application, I hereby accept the capacity. I further agree to comply with the provisions of all of my duties, and I am familiar with and accept the oblige (Registered age | appointment as registered agent and agree to act in this Il statutes relative to the proper and complete performance gations of my position as registered agent. |
| 11. Attached is a certificate of existence duly authentical application to the Department of State, by the Secre | ted, not more than 90 days prior to delivery of this |

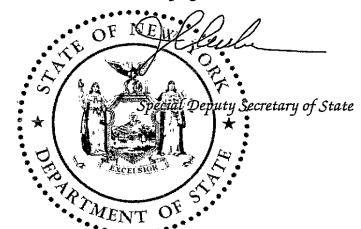
corporate records in the jurisdiction under the law of which it is incorporated.

| Address: | · |
|-----------------|---|
| _ | |
| - Vice Chair | man: |
| Address: _ | |
| Director: | CHRIS FYNN |
| Address: | 26 SPARROW COURT |
| _ | GLEN COVE, N.Y. |
| Director: | CLIZAGETH VERMEULEN |
| Address: | 26 SPARRUW COURT |
| | CLEN COVE, NY |
| B. OFFIC | ERS (Street address only- P. O. Box NOT acceptable) |
| President: | CARIS FYNN |
| Address: | 26 SPARROW COURT |
| - | GLEN COVE, NY |
| Vice Presi | dent: ELIZABETH VERNEULEN |
| Address: | GLEN COVE NY |
| | |
| Secretary: | |
| Address: | |
| | |
| Treasurer | |
| 4 1 1 | |
| Address: | 11 1 to the application listing additional officers and/or directors |
| | necessary, you may attach an addendum to the application listing additional officers and of directors. |
| | necessary, you may attach an addendum to the application listing additional officers and/or directors. (Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application) |

State of New York 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.

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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