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June 10, 1998

VIA FEDERAL EXPRESS

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

900002557329--7
-06/11/98--01105--005
****245.00 ****122.50

Re: Application By Foreign Corporation for Authorization to Transact
Business in Florida for Vertetrak Systems, Inc. and Skeltrak, Inc.

Dear Sir/Madam:

Enclosed please find a completed Application By Foreign Corporation for Authorization to Transact Business in Florida for both Vertetrak Systems, Inc. and Skeltrak, Inc. along with sed a check in the amount of \$245.00, payable to the Florida Secretary of State, to cover the \$70.00 filing fee and \$52.50 certified copy fee for each of these entities. I would appreciate it if you could file these documents as soon as possible. Thereafter, please immediately forward the certified copies of these filings to me at the above listed address via Federal Express. I have enclosed a pre-paid, self-addressed Federal Express package for this requested delivery.

Should you have any questions or concerns regarding this request please do not hesitate to contact me at the above direct dial telephone number. Thank you.

Very truly yours,

JB Cartwright
Jeffrey Blake Cartwright

Attachments

DL 6/12/98

FILED
98 JUN 12 AM 9:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
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. Vertetrak Systems, 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
(State or country under the law of which it is incorporated)
3. Applied for
(FEI number, if applicable)
4. May 15, 1998
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.156, F.S.))
7. 6747 Old Ranch Road
Sarasota, Florida 34241
(Current mailing address)
The purpose of this corporation is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.
8. Business Corporation Act.
(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:

Name: Karin A. Perkins
Office Address: 6747 Old Ranch Road
Sarasota, Florida, 34241
(Zip Code)

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TALLAHASSEE, FLORIDA

10. Registered agent 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 obligation of my position as registered agent.

Karin A. Perkins
(Registered agent's signature) (Officer)

Karin A. Perkins, President & Chief Executive Officer
(Type Name and Title of Officer)

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:

A DIRECTORS

~~Chairman:~~ Karin A. Perkins
Address: 6747 Old Ranch Road
Sarasota, Florida 34241

~~Vice Chairman:~~ John A. Servizio
Address: 3333 South Atlantic Drive, Grand Suite
Daytona Beach Shores, Florida 32118

Director: _____

Address: _____

Director: _____

Address: _____

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TALLAHASSEE, FLORIDA

B. OFFICERS

Chief Executive
Officer & **President:** Karin A. Perkins
Address: 6747 Old Ranch Road
Sarasota, Florida 34241

Secretary
& Treasurer **Vice President:** John A. Servizio
Address: 3333 South Atlantic Drive, Grand Suite
Daytona Beach Shores, Florida 32118

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. *Karin A. Perkins*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)
14. Karin A. Perkins, Chief Executive Officer & President
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VERTETRAK SYSTEMS, 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 EIGHTH DAY OF JUNE, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA




Edward J. Freel, Secretary of State

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AUTHENTICATION: 9123981

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DATE: 06-08-98