

F 98000004373

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Systems Alliance, Inc.
(Name of corporation - must include suffix)

700002564557--6
-06/18798--01075--006
*****78.75 *****78.75

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Catherine A. Potthast
(Name of Person)

Nolan, Plumhoff & Williams, Chtd.
(Firm/Company)

502 Washington Ave., Suite 700
(Address)

Towson, MD 21204
(City/State/Zip)

907/31
98 JUL 31 AM 11:07
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
3114105

Should you need to call someone concerning this matter, please call:

Catherine A. Potthast at (410) 823-7805
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

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



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 19, 1998

CATHERINE A. POTTHAST
NOLAN, PLUMHOFF & WILLIAMS
502 WASHINGTON AVE, SUITE 700
TOWSON, MD 21204

SUBJECT: SYSTEMS ALLIANCE, INC.
Ref. Number: W98000014105

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DIVISION OF CORPORATIONS
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We have received your document for SYSTEMS ALLIANCE, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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) 487-6092.

Hart Collins
Senior Corporate Section Administrator

Letter Number: 898A00033982

LAW OFFICES

NOLAN, PLUMHOFF & WILLIAMS

CHARTERED

SUITE 700, NOTTINGHAM CENTRE

502 WASHINGTON AVENUE

TOWSON, MARYLAND 21204-4528

(410) 823-7800

TELEFAX: (410) 296-2765

JAMES D. NOLAN
(RETIRED 1980)

J. EARLE PLUMHOFF
(1940-1988)

RALPH E. DEITZ
(1918-1990)

CATHERINE A. POTTHAST

DIRECT DIAL: (410) 823-7805

EMAIL:
CPOTTH@NOLANPLUMHOFF.COM

July 30, 1998

Federal Express

Qualification/Tax Lien Sec.
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Systems Alliance, Inc.
Ref No. W98000014105
Letter No. 898A00033982
Florida Registration

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Dear Sir/Madam:

Enclosed with this letter is a signed application to transact business, which had been returned to us for signature. Our processing fee was previously paid.

Kindly continue processing the request, and forward a certificate of status to me via federal express using the enclosed prepaid airbill..

Very truly yours,


Catherine A. Potthast

CAP/emd
enc.

**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. Systems Alliance, 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. Maryland 3. 52-1811163
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 2/16/93 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Will begin upon approval of application
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. Systems Alliance, Inc.
11101 McCormick Road, Suite 140, Hunt Valley, MD 21031
(Current mailing address)

8. To provide data processing consulting services and all lawful business as
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida) set forth in

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable) corporate articles

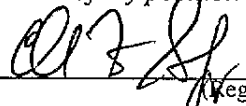
Name: CT Corporation System

Office Address: 1200 S. Pine Island Road

Plantation, Florida, 33324
(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.

 Asst Sec.
(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: N/A

Address: _____

Vice Chairman: N/A

Address: _____

Director: Khosrow Golshan

Address: 11101 McCormick Road, Suite 140
Hunt Valley, MD 21031

Director: Michael F. Jakubik

Address: 11101 McCormick Road, Suite 140
Hunt Valley, MD 21031

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

President: Khosrow Golshan

Address: 11101 McCormick Road, Suite 140
Hunt Valley, MD 21031

Vice President: Scott Belt

Address: 11101 McCormick Road, Suite 140
Hunt Valley, MD 21031

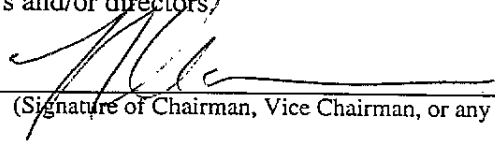
Secretary: Michael F. Jakubik

Address: 11101 McCormick Road, Suite 140
Hunt Valley, MD 21031

Treasurer: Michael F. Jakubik

Address: 11101 McCormick Road, Suite 140
Hunt Valley, MD 21031

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. Khosrow Golshan-Director and President
(Typed or printed name and capacity of person signing application)

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DIVISION OF CORPORATIONS

STATE OF MARYLAND

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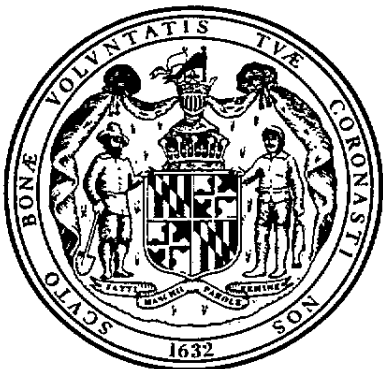
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

301 West Preston Street Baltimore, Maryland 21201

I, NANCY GRUENINGER OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT SAID DEPARTMENT, BY THE LAWS OF SAID STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATE CHARTERS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE; AND I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT SYSTEMS ALLIANCE, INC. IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND SAID CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN THE STATE OF MARYLAND.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE THIS 2ND DAY OF JUNE, 1998.

Nancy Grueninger
NANCY GRUENINGER
ADMINISTRATIVE OFFICER