

TRANSMITTAL LETTER

F98000004442

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Executive Consultants, Incorporated

(Name of corporation - must include suffix)

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:

James D. Gilbert

(Name of Person)

Executive Consultants, Incorporated

(Firm/Company)

4000002471984--7

-07/16/98--01021--001

***1150.00 ***1150.00

13797 Lakeside Drive

(Address)

Clarksville, Maryland 21029

(City/State/Zip)

4000002471984--7

-03/30/98--01045--007

*****70.00 *****70.00

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

Glen Todd

(Name of Person)

at (301) 948-0184

(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

498-1003

P.588

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG -5 PM 12:01



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 30, 1998

JAMES D. GILBERT
EXECUTIVE CONSULTANTS, INC.
13797 LAKESIDE DR
CLARKSVILLE, MD 21029

SUBJECT: EXECUTIVE CONSULTANTS, INC.
Ref. Number: W98000007003

We have received your document for EXECUTIVE CONSULTANTS, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$1150.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501 or 617.1501, Florida Statutes.

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) 487-6092.

Hart Collins
Senior Corporate Section Administrator

Letter Number: 398A00016837



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 11, 1998

JAMES D. GILBERT
EXECUTIVE CONSULTANTS, INC.
13797 LAKESIDE DR
CLARKSVILLE, MD 21029

SUBJECT: EXECUTIVE CONSULTANTS, INC.
Ref. Number: W98000007003

This letter is in response to the application by foreign corporation for authorization to transact business in Florida that was previously submitted to this office for EXECUTIVE CONSULTANTS, INC..

The referenced application states that the corporation has transacted business in the State of Florida since May 1, 1997. You were notified by letter dated March 30, 1998, that because of failure to obtain a certificate of authority prior to transacting business in the State of Florida, the corporation is liable for \$1150.00 in appropriate fees and penalties as set forth in Section 607.1502(4), Florida Statutes, (copy enclosed).

Until a response is received by this office concerning the prior notification, the application by foreign corporation for authorization to transact business in Florida will not be processed. If erroneous information was reflected on the previously submitted application, a sworn affidavit may be filed stating the correct date the corporation first transacted business in Florida, that the corporation did not transact business in Florida prior to the application filing year and that the information entered on such application is incorrect. Any such affidavit will be included with your original qualification documents.

Please provide your response to this letter within 30 days to avoid the necessity of further action.

If you have further questions concerning the filing of your document, please telephone the Foreign Qualification/Tax Lien Section at (850) 487-6091.

Hart Collins
Senior Corporate Section Administrator Letter No. 898A00032815

Enclosure

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned JAMES D. GILBERT, do hereby certify
(Name)

that this Resolution of the Board of Directors of EXECUTIVE CONSULTANTS,
INC.
(Corporate Name)

a corporation duly organized and existing under the laws of the State of MARYLAND,
was duly adopted on July 31, 19 98.

Be it resolved, that EXECUTIVE CONSULTANTS, INC,
(Corporate Name)
organized and existing in the State of MARYLAND, hereby adopts the name
MARYLAND EXECUTIVE CONSULTANTS, INC. for use in Florida.

Dated: 7/31/98

James D. Gilbert President
Signature of either Chairman, Vice Chairman or any officer

JAMES D. GILBERT
Type or print name

**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. Executive Consultants, 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

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

3. 52-1536487

(FEI number, if applicable)

4. July 1, 1987

(Date of Incorporation)

5. Perpetual

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

6. May 1, 1997

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

7. 13797 Lakeside Drive

Clarkesville, Maryland 21029

(Current mailing address)

8. Consulting, Software Support

(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: C T Corporation System

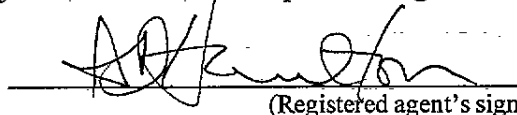
Office Address: 1200 South Pine Island Road

Plantation Florida, 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.

 A. Hamilton, Asst. Secy.
(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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DIVISION OF CORPORATIONS
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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: James D. Gilbert

Address: 13797 Lakeside Drive

Clarksville, Maryland 21029

Vice Chairman: Joy A. Gilbert

Address: 13797 Lakeside Drive

Clarksville, Maryland 21029

Director: N/A

Address:

Director: N/A

Address:

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

President: James D. Gilbert

Address: 13797 Lakeside Drive

Clarksville, Maryland 21029

Vice President: Joy A. Gilbert

Address: 13797 Lakeside Drive

Clarksville, Maryland 21029

Secretary: James D. Gilbert

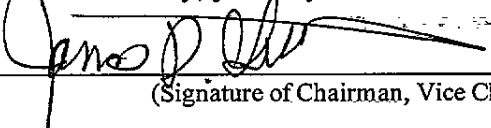
Address: 13797 Lakeside Drive

Clarksville, Maryland 21029

Treasurer: Joy A. Gilbert

Address: 13797 Lakeside Drive Clarksville, Md 20129

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. James D. Gilbert - President
(Typed or printed name and capacity of person signing application)

STATE OF MARYLAND

607434

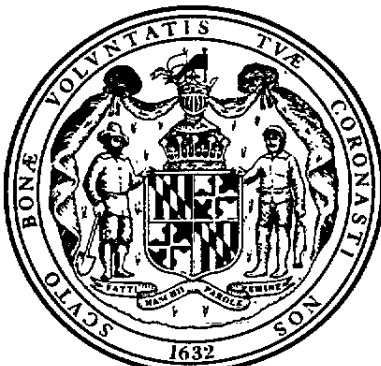
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

301 West Preston Street Baltimore, Maryland 21201

I, GLORIA J. WATSON 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 EXECUTIVE CONSULTANTS, 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 13TH DAY OF FEBRUARY, 1998.

Gloria J. Watson
GLORIA J. WATSON
OFFICE SUPERVISOR II