Document Number Only 4516 C T CORPORATION SYSTEM Requestor's Name 660 East Jefferson Street **800002609598--6** -08/06/98--01061--015 Address *****70.00 *****70.00 Tallahassee, Florida 32301 City State Zip Phone **800002609598--6** -08/06/98--01061--016 *******8.75 ******8.75 904-222-1092 CORPORATION(S) NAME INTERNATIONS INC W98-17893 /XProfit () NonProfit () Amendment () Limited Liability Company () Merger ∕(XForeign () Dissolution/Withdrawal () Mark () Limited Partnership () with () Annual Report () Reinstatement () Other (() Reservation () Change of R.A. () Certified Copy () Fictifious () Photo Copies **₼**CU\$7~G/\$ () Call When Ready () Call if Problem Walk In () Will Wait () Mail Out Picketto Name Availability PLEASE RETURN EXTRA COPY(S) Document Examiner FILE STAMPED Updater Please call Jeff Butterfield if any problems/questions. Verifier Acknowledgment THANKS ! 85 57 Mg C- 317/ 86 M.P. Verifier CR2E031 (1-89)



STATE FLORIDA DEPARTMENT OF Sandra B. Mortham Secretary of State

August 6, 1998

CT CORPORATION SYSTEM 660 EAST JEFFERSON STREET TALLAHASSEE, FL 32301

SUBJECT: CATALYST INTERNATIONAL, INC.

Ref. Number: W98000017893





We have received your document for CATALYST INTERNATIONAL, INC. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

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 DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days your filing will be considered abandoned.

If you have any questions concerning the filing of your document, plea (850) 487-6094.

Letter Number: 198A00041184



RESOLUTION OF BOARD OF DIRECTORS

\mathbf{OF}

CATALYST INTERNATIONAL, INC.

I, the undersigned, Mark T. Ehrmann, do hereby certify that this Resolution of the Board of Directors of Catalyst International, Inc., a corporation duly organized and existing under the laws of the State of Delaware, was duly adopted on August 7, 1998.

BE IT RESOLVED, that Catalyst International, Inc. a corporation organized and existing in the state of Delaware, hereby adopts the name Catalyst/Kearney International, Inc. for use in Florida.

Dated: August 7, 1998.

CATALYST INTERNATIONAL, INC.

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Mark T. Bhrmann, Secretary

MW2-145713-1

98 AUG -6 PM 3:54

' '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.	Catalyst International, Inc. (Name of corporation: must include the word "INCORPORA" words or abbreviations of like import in language as will clean natural person or partnership if not so contained in the name	ırly indi	cate that it is a con	PRPORATION poration instea	l" or ad of a			
2.	Delaware 3	.	39-1788033					
	(State or country under the law of which it is incorporated)			nber, if applic	able)			
4.	August 9, 1982		Perpetual					
	(Date of Incorporation)	(Dura	ntion: Year corp. w "perpetual")	rill cease to ex	ist or			
6.	Upon Qualification							
	(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.)							
7.	8989 North Deerwood Drive							
8. ₋	Milwaukee, Wisconsin 53223 (Current mailing address) To engage in any lawful activities within the purposes for which a corporation mabe organized under the Florida Statutes. (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 age acceptable)	ent: (I	P.O. Box or Mai	il Droping CR	NOT AUG			
,	Name: CT Corporation System			AS S	9-6	n i		
	Office Address: 1200 South Pine Isl	and R	oad	SEE, FU				
	Plantation		, Florida ,	3 番	<u></u> 55	_		
10.	Registered agent's acceptance:			(Zip Code)				
Ha	ving been named as registered agent and to acce	pt ser	vice of process	for the ab	ove s	tated		

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.

By: (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)

Chairmann	See attached officers/directors rider
Address: _	
_	
Vice Chairr	man:
Address: _	
Director: _	
Address: _	
_	
Director:	-
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- BOFFIC	ERS (Street address only- P. O. Box NOT acceptable)
	See attached officers/directors rider
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- Vice Presid Address: _	lent: SECRETARY AND SECRETARY SECRETARY SECRETARY SECRETARY
Vice Presid Address: Secretary:	lent: SECRETARY OF TARY OF TA
Vice Presid Address: Secretary:	lent: SECRETARY OF STATE ALLAHASSEE, FLORID
Vice Presid Address: _ Secretary: Address: _	lent: SECRETARY OF STATE ALLAHASSEE, FLORIDA
Vice Preside Address: _ Secretary: Address: _ Treasurer:	SECRETARY OF STATE TALLAHASSEE, FLORIDA
Vice Presid Address: _ Secretary: Address: _ Treasurer:	lent: SECRETARY OF STATE ALLAHASSEE, FLORIDA
Vice Presid Address: _ Secretary: Address: _ Treasurer:	SECRETARY OF STATE TALLAHASSEE, FLORIDA
Vice Presid Address: _ Secretary: Address: _ Treasurer: Address: _ NOTE: If	lent: A S S A AUG
Vice Presid Address: _ Secretary: Address: _ Treasurer: Address: _ NOTE: If	SECRETARY OF STATE TALLAHASSEE, FLORIDA
Vice President Address: _ Secretary: Address: _ Treasurer: Address: _ NOTE: If officers and	lent: A S S A AUG

Officers and Directors of Catalyst International, Inc.

<u>TITLE</u>	NAME	ADDRESS
President, Chief Executive Officer and Director	Sean P. McGowan	8989 North Deerwood Drive Milwaukee, Wisconsin 53223
Secretary	Mark T. Ehrmann	780 North Water Street Milwaukee, Wisconsin 53202
Director	Douglas B. Coder	8989 North Deerwood Drive Milwaukee, Wisconsin 53223
Director	Terrence L. Mealy	8989 North Deerwood Drive Milwaukee, Wisconsin 53223
Director	Roy J. Carver	8989 North Deerwood Drive Milwaukee, Wisconsin 53223
Director	James Goughenour	8989 North Deerwood Drive Milwaukee, Wisconsin 53223
MW2 145192 1		

MW2-145182-1

98 AUG -6 PM 3:55

State of Delaware Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY "CATALYST INTERNATIONAL, 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 FOURTH DAY OF AUGUST,
A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES
HAVE BEEN PAID TO DATE.

98 AUG -6 PM 3:55
SECRETARY DISTATE
ANASSEE FIORIDA



Edward J. Freel, Secretary of State

AUTHENTICATION:

9234048

DATE:

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