

F98000004820

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: SunTree Software, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

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-08/24/98--01100--002

*****78.75, *****78.75

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:

Robert Duff
(Name of Person)

SunTree Software, Inc.
(Firm/Company)

201 Plantation Club Drive, #302
(Address)

Melbourne, FL 32940
(City/State/Zip)

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

Robert Duff at (407) 752-0961
(Name of Person) (Area Code & Daytime Telephone Number)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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COURIER ADDRESS:

Qualification/Tax Lien Section
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

SunTree Software, Inc.
201 Plantation Club Drive, #302
Melbourne, FL 32940-1928
Attn: Robert Duff, President
H: (407) 752-0961
W: (407) 861-9099
Email: rduff@worldnet.att.net
Date: August 21, 1998

Florida Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

To Whom It May Concern:

Please find the following forms completed as requested

- (1) 400. FOR Profit Qual.
- (1) 403. Res. Of Directors

Please also find a check made payable to the Florida Department of State enclosed for the \$70.00 registration fee plus \$8.75 for the certificate of status for a total of \$78.75. Also, find enclosed a Certificate of Existence.

For clarity, please note that SunTree Software, Inc. wishes to adopt the name SunTree Dynamics, Inc. for use in Florida.

Thank you for your assistance.

Sincerely,

A handwritten signature in black ink, appearing to read "Robert Duff", is enclosed within a large, hand-drawn oval.

Robert Duff, President
SunTree Software, Inc.

**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. SunTree Software, 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. 59-3526067 (EIN)
(FEI number, if applicable)
4. March 16, 1998
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. No business transacted in Florida as of August 14, 1998. Waiting for FL approval.
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 201 Plantation Club Drive #302
Melbourne, FL 32940
(Current mailing address)

8. Any legal and lawful business activities. Primarily marketing, advertising and sales.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

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

Name:

Robert Duff

Office Address:

201 Plantation Club Dr. #302

Melbourne

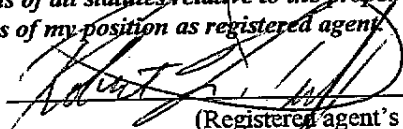
, Florida,

32940

(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.



(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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TALLAHASSEE FLORIDA

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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Robert Duff

Address: 201 Plantation Club Drive, Suite #302
Melbourne, FL 32940

Vice President: Mark Russell

Address: 2468 Saint John's Lane
Melbourne, FL 32935

Secretary: Robert Duff

Address: 201 Plantation Club Drive, Suite #302
Melbourne, FL 32940

Treasurer: Mark Russell

Address: 2468 Saint John's Lane
Melbourne, FL 32935

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

13. Robert Duff, President
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Robert Duff, President
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE FLORIDA

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SUNTREE SOFTWARE, 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 SEVENTEENTH DAY OF AUGUST, A.D. 1998.

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TALLAHASSEE FLORIDA



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: 9254972

08-17-98

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