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TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

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

Dear Sir or Madam:

600002627316--3
-08/28/98--01024--002
*****70.00 *****70.00

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:

Joan Larkin
(Name of Person)
MAPICS, Inc.
(Firm/Company)
5775-D Glenridge Drive
(Address)
Atlanta, GA 30328
(City/State/Zip)

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

Joan Larkin at (404) 705-3018
(Name of Person) (Area Code & Daytime Telephone Number)

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DIVISION OF CORPORATIONS
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8/28

STREET 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

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. MAPICS, 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. Georgia (State or country under the law of which it is incorporated)
3. 04-2711580 (FEI number, if applicable)

4. 10/28/80 (Date of incorporation)
5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. August 10, 1998 (Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 5775-D Glenridge Drive
Atlanta, GA 30328
(Current mailing address)

8. To develop, produce, and market computer software; and to provide consulting services with respect to computer software
(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: David J. Newman

Office Address: 1126 Deerwood Lane

Oldsmar, Florida, 34677
(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.

[Handwritten signature of David J. Newman]
(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)

See Attached Listing

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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: SEE ATTACHED LISTING OF DIRECTORS

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: SEE ATTACHED LISTING OF OFFICERS

Address: _____

Vice President: _____

Address: _____

Secretary: _____

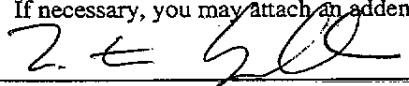
Address: _____

Treasurer: _____

Address: _____

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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. Martin D. Avallone, Secretary

(Typed or printed name and capacity of person signing application)

**MAPICS, INC.
OFFICERS AND DIRECTORS**

OFFICERS

Thomas F. Acry
Vice President of Worldwide Support

Martin D. Avallone
Secretary and General Counsel

Richard C. Cook
President and CEO

William J. Gilmour
Chief Financial Officer

The address for the above Officers is: MAPICS, Inc., 5775-D Glenridge Drive, Atlanta, GA 30328

DIRECTORS

George A. Chamberlain, III
175 Commonwealth Avenue
Boston, MA 02199

Richard C. Cook
MAPICS, Inc.
5775-D Glenridge Drive
Atlanta, GA 30328

William E. Ford
General Atlantic Partners
Three Pickwick Plaza, Suite 200
Greenwich, CT 06830

Roger Heinen
10 Sweet Bay Lane
Lincoln, MA 01773

Edward J. Kfoury
Moonstone Bald Mountain Road
Box 344
Oquossoc, ME 04964

Terry H. Osborne
Redens
Lodsworth, Petworth
West Sussex, England GU289DR

H. Mitchell Watson - Chairman
Treasurewood Road
P.O. Box 2409
Cashiers, NC 28717

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Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

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JURISDICTION : GEORGIA
PRINT DATE : 07/24/1998
FORM NUMBER : 211

MAPICS, INC.
JOAN LARKIN
5775-D GLENRIDGE DR.
ATLANTA, GA 30328

CERTIFICATE OF EXISTENCE

I, Lewis A. Massey, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

MAPICS, INC.
A DOMESTIC PROFIT CORPORATION

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



Lewis A. Massey

Lewis A. Massey
Secretary of State

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