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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

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-09/11/98--01048--002
*****70.00 *****70.00

SUBJECT: Emerald Intelligence, Inc.
(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:

Phillip J. Walsh

(Name of Person)

Emerald Intelligence, Inc.

(Firm/Company)

405 Alexandria Blvd; Suite 100

(Address)

Oviedo, FL 32765

(City/State/Zip)

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

Phillip J. Walsh
(Name of Person)

at (407) 359-6760
(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

**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. Emerald Intelligence, 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. Michigan 3. 38-2803745
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. September 2, 1987 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 7/14/98
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.)

7. 405 Alexandria Blvd; Suite 100
Oviedo, FL 32765
(Current mailing address)

8. Development and Marketing of Software or any other purpose allowed under law
(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: Phillip J. Walsh

Office Address: 405 Alexandria Blvd; Suite 100
Oviedo, Florida, 32765
(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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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: Anthony F. Buffa

Address: 830 Post Rd East; 2nd Floor
Westport, CT 06880

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Stephen M. Kennedy

Address: 405 Alexandria Blvd; Suite 100
Oviedo, FL 32765

Vice President: Jason S. Bauer

Address: 405 Alexandria Blvd; Suite 100
Oviedo, FL 32765

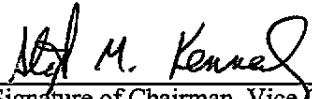
Secretary: _____

Address: _____

Treasurer: Phillip J. Walsh

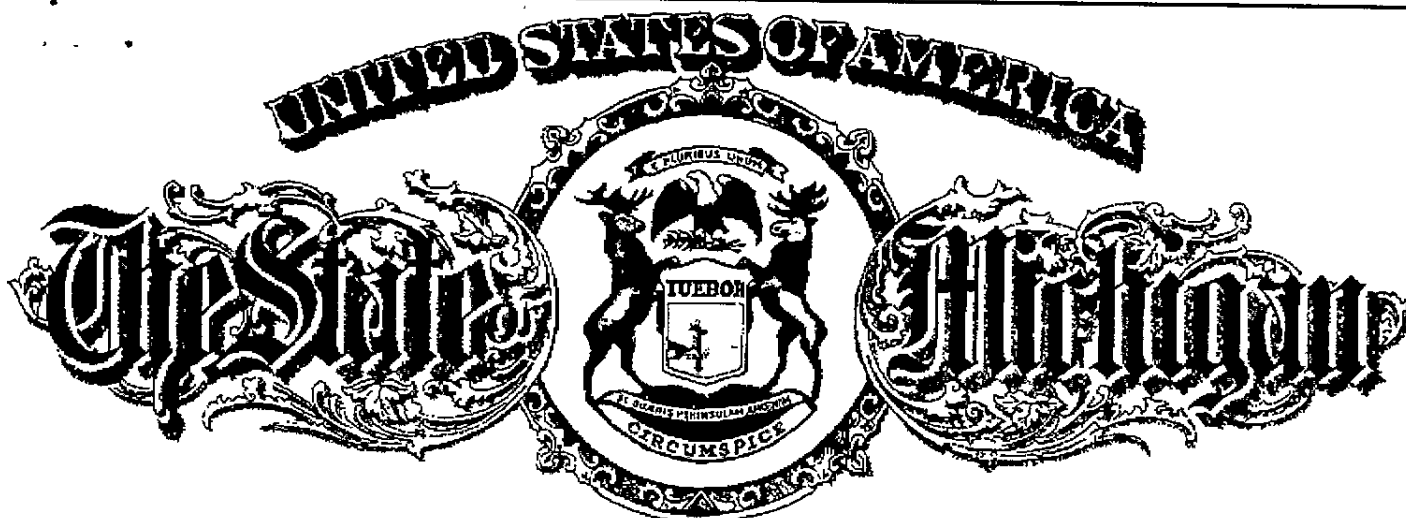
Address: 405 Alexandria Blvd; Suite 100
Oviedo, FL 32765

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. Stephen M. Kennedy, President
(Typed or printed name and capacity of person signing application)

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Michigan Department of Consumer and Industry Services

Lansing, Michigan

This is to Certify That

EMERALD INTELLIGENCE, INC.

was validly incorporated on September 2, 1987, as a Michigan profit corporation and said corporation is validly in existence under the laws of this State.

This certificate is issued to attest to the fact that the corporation is in good standing in this office as of this date and is duly authorized to transact business or conduct affairs in Michigan and for no other purpose. It is in the usual form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.

In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 12th day of August, 1998.

Julie Croll

, Director

Corporation, Securities and Land Development Bureau



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