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FILING COVER SHEET

REFERENCE: 0158.4705

DATE: 12-3-98

CONTACT: CINDY HICKS

FROM: CORPORATE & CRIMINAL RESEARCH SERVICES
103 N. MERIDIAN STREET
TALLAHASSEE, FL 32301

TELEPHONE: 222-1173

SUBJECT: Enterprise Profit Solutions Corporation

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98 DEC -3 AM 10:11
SECRETARIAT OF STATE
TALLAHASSEE FL 32301

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12/3

STATE FEES PREPAID WITH CHECK # 3746 FOR \$ 78.75

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*****78.75 *****78.75

PLEASE FILE:

- ARTICLES OF INC.
- AMENDMENT
- DISSOLUTION
- ANNUAL REPORT
- MERGER
- WITHDRAWAL
- QUALIFICATION
- LIMITED PARTNERSHIP
- ANNUAL REPORT
- FICTITIOUS NAME
- LIMITED LIABILITY
- REINSTATEMENT
- TRADEMARK/SERVICE
- UCC-1
- UCC-3

PROVIDE US WITH:

- CERTIFIED COPY
- CERTIFICATE OF STATUS
- STAMPED COPY

Examiner's Initials

SECRETARIAT OF STATE
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TALLAHASSEE FL 32301

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. Enterprise Profit Solutions Corporation (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. 33-0828331 (FEI number, if applicable)

4. October 6, 1998 (Date of Incorporation) 5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. December 3, 1998 (Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 9 East Loockerman Street, Dover, DE 19901

(Current mailing address)

8. Provider of integrated profit recovery, cost reduction and performance improvement solutions. (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 acceptable)

Name: NRAI Services, Inc.

Office Address: 526 E. Park Avenue

Tallahassee, Florida, 32310 (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: _____

Address: _____

Vice Chairman: Erik Watts

Address: 695 Town Center Drive, Costa Mesa, CA 92626

Director: Mark Coleman

Address: 695 Town Center Drive, Costa Mesa, CA 92626

Director: David M. Ehlen

Address: 695 Town Center Drive, Costa Mesa, CA 92626

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

President: Erik Watts

Address: 695 Town Center Drive, Costa Mesa, CA 92626

Vice President: _____

Address: _____

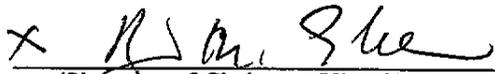
Secretary: David M. Ehlen

Address: 695 Town Center Drive, Costa Mesa, CA 92626

Treasurer: Mark Coleman

Address: 695 Town Center Drive, Costa Mesa, CA 92626

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

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

14. David M. Ehlen, Secretary
(Typed or printed name and capacity of person signing application)

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State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ENTERPRISE PROFIT SOLUTIONS CORPORATION" 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 NINTH DAY OF NOVEMBER, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ENTERPRISE PROFIT SOLUTIONS CORPORATION" WAS INCORPORATED ON THE SIXTH DAY OF OCTOBER, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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TALLAHASSEE FLORIDA



Handwritten signature of Edward J. Freel in cursive.

Edward J. Freel, Secretary of State

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AUTHENTICATION:

9395729

DATE:

11-09-98