



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 054481 4324715

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 70.00

ORDER DATE : December 7, 1998

ORDER TIME : 10:09 AM

ORDER NO. : 054481-005

CUSTOMER NO: 4324715

600002705726--8

CUSTOMER: Ashley Putnam, Legal Assistant
Kilpatrick Stockton, LLP.
Suite 400
4101 Lake Boone Trail
Raleigh, NC 27607

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DIVISION OF CORPORATION

FOREIGN FILINGS

NAME: ENGINEOUS SOFTWARE, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janice Vanderslice

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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FILED

22 12/8

**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. Engineous 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. 14-1771507
(FBI number, if applicable)
4. 03/08/96
(Date of Incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. upon qualification
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 1800 Perimeter Park West, Suite 275
Morrisville, North Carolina 27560
(Current mailing address)
8. Any lawful business for which corporations may be organized
(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida, 32301
(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.

Corporation Service Company

By: Carol K. Dele

(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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NOT
SECRETARY OF STATE
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: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

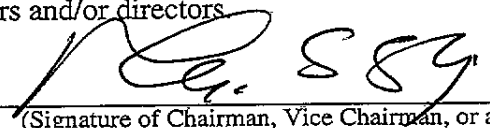
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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. Siu S. Tong, President
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE FLORIDA

DIRECTORS AND OFFICERS OF ENGINEOUS SOFTWARE, INC.

DIRECTORS:

Siu S. Tong
1800 Perimeter Park West, Suite 275
Morrisville, North Carolina 27560

David J. Powell
1800 Perimeter Park West, Suite 275
Morrisville, North Carolina 27560

Matthew Sullivan
1800 Perimeter Park West, Suite 275
Morrisville, North Carolina 27560

Gregory Dwyer
1800 Perimeter Park West, Suite 275
Morrisville, North Carolina 27560

OFFICERS:

President
Siu S. Tong
1800 Perimeter Park West, Suite 275
Morrisville, North Carolina 27560

Secretary/Treasurer
David J. Powell
1800 Perimeter Park West, Suite 275
Morrisville, North Carolina 27560

Chief Financial Officer
Lawson Rankin
1800 Perimeter Park West, Suite 275
Morrisville, North Carolina 27560

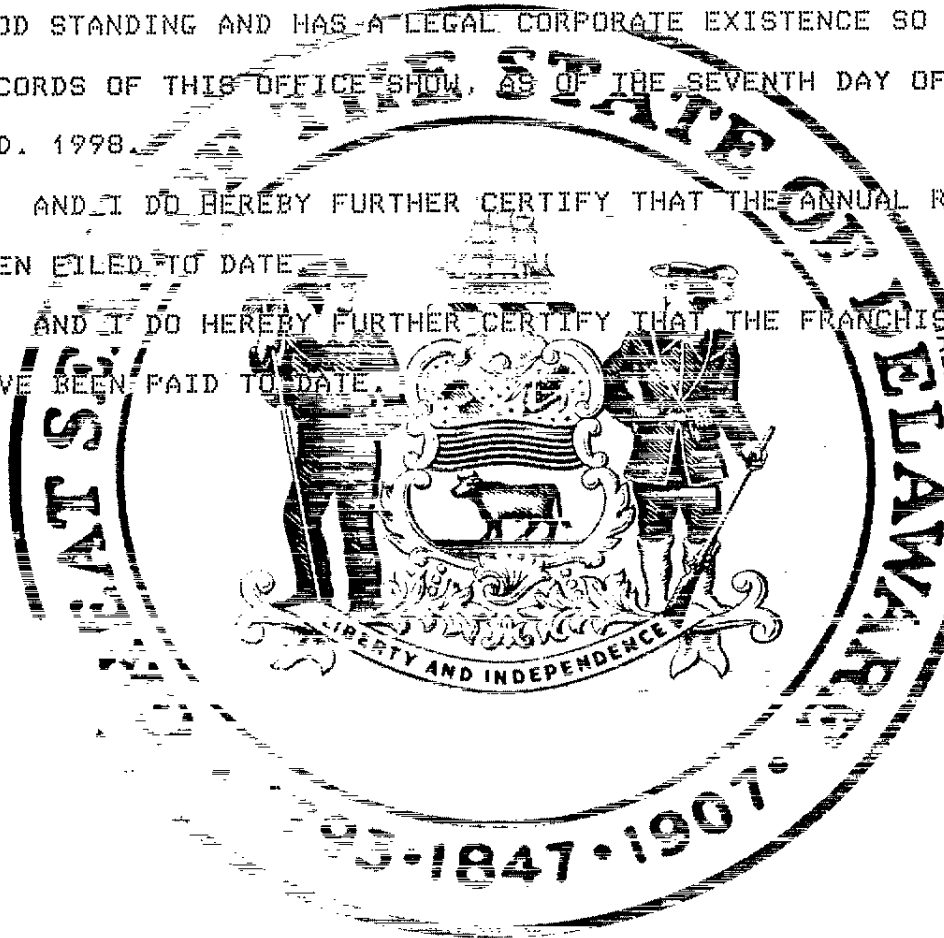
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ENGINEOUS 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 SEVENTH DAY OF DECEMBER, 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.



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SECRETARY OF STATE
DELAWARE



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

9442636

DATE:

12-07-98