

F99000000034

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

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

Dear Sir or Madam:

F99000000034

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: 400002694174--6

Douglas Kemp
(Name of Person)

Kaufman Group, Inc.
(Firm/Company)

511 11th Avenue South, Building Box 313
(Address)

Minneapolis, MN 55415
(City/State/Zip)

698-26468

612 852 2646

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

Douglas Kemp
(Name of Person)

at (612) 339-1078 ext 112
(Area Code & Daytime Telephone Number)

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

SECRETARY OF STATE
TALLAHASSEE FLORIDA

99 JAN - 5 AM 8:15

FILED

LR 115



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 24, 1998

DOUGLAS KEMP
KAUFMAN GROUP, INC.
511 11TH AVENUE SOUTH, BUILDING BOX 313
MINNEAPOLIS, MN 55415

SUBJECT: KAUFMAN GROUP, INC.
Ref. Number: W98000026468

We have received your document for KAUFMAN GROUP, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A business entity may not serve as its own registered agent. Please designate an individual or another business entity with an active registration or filing with this office, having a Florida street address identical with that of the registered office.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 798A00056286



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 8, 1998

DOUGLAS KEMP
KAUFMAN GROUP, INC.
511 11TH AVENUE SOUTH, BUILDING BOX 313
MINNEAPOLIS, MN 55415

SUBJECT: KAUFMAN GROUP, INC.
Ref. Number: W98000026468

Thank you for changing your registered agent. Because Douglas Kemp originally signed the application and Tammy K. Waldo did not, we can not yet file your application. Please have Ms. Waldo sign line 10 (you may use white-out).

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 298A00057811



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 28, 1998

DOUGLAS KEMP
KAUFMAN GROUP, INC.
511 11TH AVENUE SOUTH, BUILDING BOX 313
MINNEAPOLIS, MN 55415

SUBJECT: KAUFMAN GROUP, INC.
Ref. Number: W98000026468

This letter serves as a memo for us both that this morning I called to apologize for failing to note previously that your corporate name was unavailable in Florida, and that you will need to adopt a different name in Florida. I have faxed you a resolution form for this purposed. I apologize again for the inconvenience.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 798A00060507

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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I, the undersigned Steven E. Clark, do hereby certify
(Name)

that this Resolution of the Board of Directors of Kaufman Group, Inc.

(Corporate Name)

a corporation duly organized and existing under the laws of the State of Minnesota.

was duly adopted on December 28, 19 98.

Be it resolved, that Kaufman Group Inc.
(Corporate Name)

organized and existing in the State of Minnesota, hereby adopts the name

Kaufman Group, Inc., of Minnesota for use in Florida.

Dated: 12/28/98


Signature of either Chairman, Vice Chairman or any officer

Steven E. Clark, Executive Vice President/COO
Type or print name

**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. Kaufman Group, 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. Minnesota
(State or country under the law of which it is incorporated)
3. 41-1803357
(FEI number, if applicable)
4. 11/14/94
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. 9/1/98
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 511 11th Avenue South, Building Box 313
Minneapolis, MN 55415
(Current mailing address)
8. Computer Consulting
(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: Kaufman Group, Inc. c/o Douglas Kemp Tammy K. Wald
Office Address: 8700 N. 50th Street, #126
Tampa, Florida, 33617
(Zip code)

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CLERK OF STATE
TALLAHASSEE FLORIDA

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.

Tammy Kay Wald
(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)

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: Ronald R. Kaufman

Address: 5280 N. Post Trail

Tucson, AZ 85750

Vice President: Steven E. Clark

Address: 14008 Yellowpine St. NW

Andover, MN 55304

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. STEVEN E. CLARK EXECUTIVE VP/COO - CORPORATE

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

SECRETARY

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

State of Minnesota

SECRETARY OF STATE

Certificate of Good Standing

I, Joan Anderson Growe, Secretary of State of Minnesota, do certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that the corporation is governed by the chapter of Minnesota Statutes listed below; and that this corporation is authorized to do business as a corporation at the time this certificate is issued.

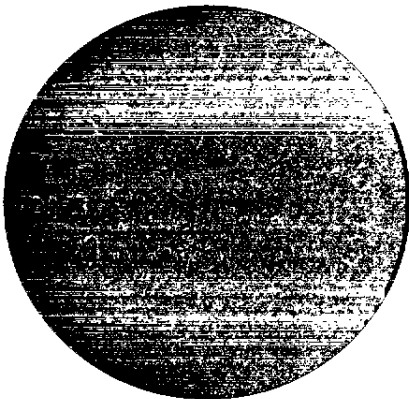
Name: Kaufman Group, Inc.

Date Formed: 11/14/1994

Chapter Governed By: 302A

This certificate has been issued on 09/22/98.

FILED
99 JAN -5 AM 8:15
SECRETARY OF STATE
TALLAHASSEE FLORIDA



Joan Anderson Growe
Secretary of State.