

TRANSMITTAL LETTER

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

W98-24805

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN -8 AM 8:11

with

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 2, 1998

BETH VERGNETTI
SOFTWARES, INC.
5845 RICHMOND HIGHWAY, STE 400
ALEXANDRIA, VA 22303

SUBJECT: SOFTWARES INCORPORATED
Ref. Number: W98000024805

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

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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) 487-6097.

Michael Mays
Document Specialist

Letter Number: 198A00053457

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 10, 1998

BETH VERGNETTI
SOFTWARES, INC.
5845 RICHMOND HIGHWAY, STE 400
ALEXANDRIA, VA 22303

SUBJECT: SOFTWARES INCORPORATED
Ref. Number: W98000024805

We have received your document for SOFTWARES INCORPORATED and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

Simply adding Florida to the end of a name is not considered a extinguishing difference. So therefore you would need to adopt an alternate name other than Softworks Florida Company.

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) 487-6097.

Michael Mays
Document Specialist

Letter Number: 098A00058368

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RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned Robert C. Mc Laughlin, do hereby certify
(Name)

that this Resolution of the Board of Directors of Softworks, Inc.
(Corporate Name)

a corporation duly organized and existing under the laws of the State of Delaware

was duly adopted on November 20, 1998, 19

Be it resolved, that Softworks, Inc.
(Corporate Name)

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

Van De Leigh Industries, Inc. for use in Florida.

Dated: November 20, 1998

R-C McLaughlin
Signature of either Chairman, Vice Chairman or any officer

Robert C. McLaughlin, CFO
Type or print name

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

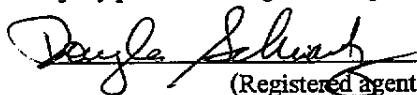
*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. Softworks Incorporated
(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 3. 52-1092916
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. May 27, 1998 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. May 27, 1998
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 1500 N.W. 49th Street Suite 600A
Ft. Lauderdale, Florida 33309
(Current mailing address)
8. sales office for a software development company
(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: Doug Schwartz
1500 N.W. 49th St. Suite 600A
Office Address: Ft. Lauderdale, Florida, 33309
(Zip code)

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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.

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: James A. Cannavino

Address: 893 Windsor Drive SE
Redmond, Washington 98053

Vice Chairman: Daniel DelGiorno, Jr.
Director

Address: 80 Orville Drive
Bohemia, New York 11716

Director: Robert Devine

Address: 340 East 93rd. Street, Penthouse F
New York, New York 10028

Director: Charles Feld

Address: 600 East John W. Carpenter Freeway Suite 320
Irving, Texas 75062

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

President: Judy G. Carter

Address: 5845 Richmond Highway Suite 400
Alexandria, Virginia 22303

Vice President: Claude R. Kinsey III

Address: 5845 Richmond Highway Suite 400
Alexandria, Virginia 22303

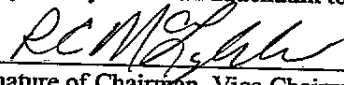
Secretary: " "

Address:

Treasurer: Robert C. McLaughlin

Address: 5845 Richmond Highway Suite 400
Alexandria, Virginia 22303

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. Chief Financial Officer and Treasurer

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

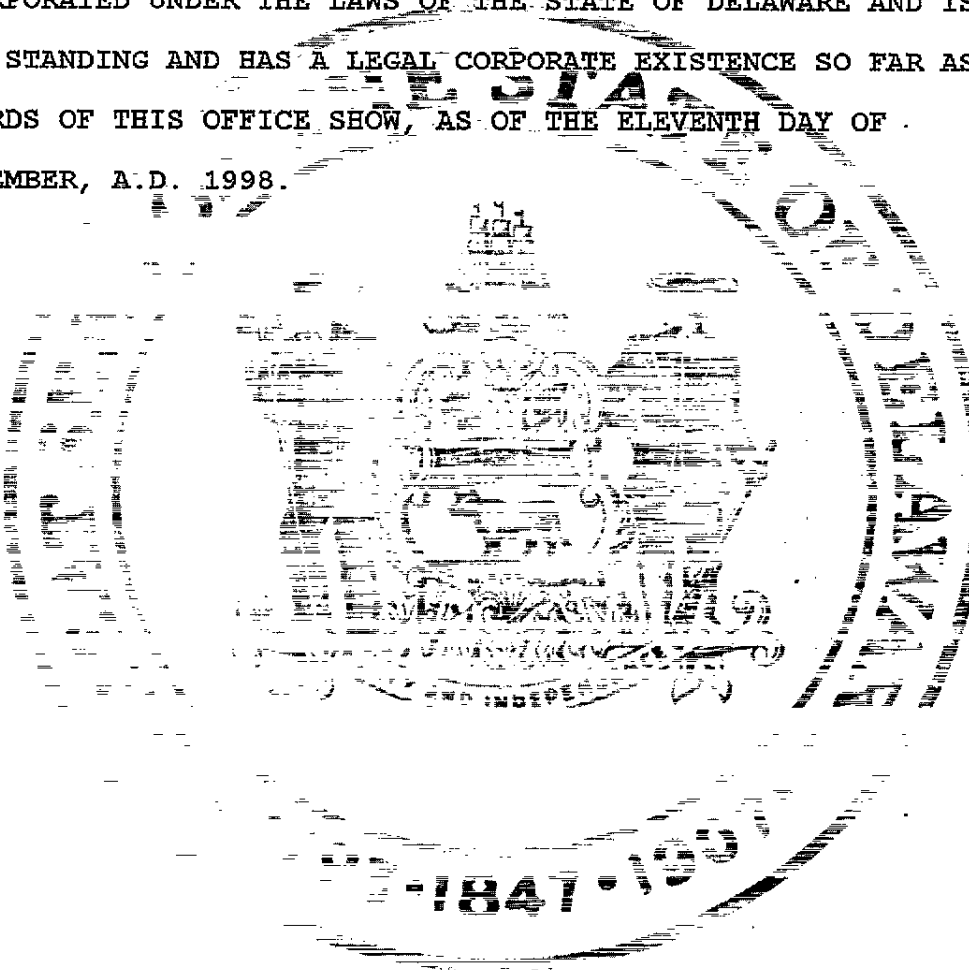
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State of Delaware

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SOFTWARES, 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 ELEVENTH DAY OF SEPTEMBER, A.D. 1998.



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DIVISION OF CORPORATIONS

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Edward J. Freel
Edward J. Freel, Secretary of State
9296793

AUTHENTICATION: 09-11-98

DATE: