

F99000000359

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: COMPETENCE SOFTWARE, INC.  
(Name of corporation - must include suffix)

Dear Sir or Madam:

700002746747-4  
-01/19/99-01146-009  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

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:

LAWRENCE BYRNES  
(Name of Person)  
COMPETENCE SOFTWARE  
(Firm/Company)  
500 N OSCOLA AVE #602  
(Address)  
CLEARWATER, FL 33755  
(City/State/Zip)

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

MARTIN GREENBERG CPA at 727-441 9918  
(Name of Person) (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

FILED  
99 JAN 19 AM 10:18  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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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. COMPETENCE 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 3. 02-0457435  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 7/17/92 5. PERPETUAL  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. UPON APPROVAL  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. PO BOX 65  
CLEARWATER, FL 33757  
(Current mailing address)

8. DEVELOPMENT + DISTRIBUTION OF SOFTWARE  
(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: MARTIN GREENBERG  
Office Address: 1318 NELSON AVE  
CLEARWATER, Florida, 33755  
(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.*

Martin Greenberg  
(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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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: Lawrence F. Byrnes

Address: 500 North Osceola Avenue #602  
Clearwater FL 33755

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: Matthew Feshbach

Address: 425 Sherman Ave Suite 220  
Palo Alto CA 94306

Director: Joseph Feshbach

Address: 425 Sherman Avenue Suite 220  
Palo Alto CA 94306

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

President: Lawrence F Byrnes

Address: As Above

Vice President: Lawrence H. Brennan

Address: 272 East Ricker Road  
~~xxxxxxx~~ Chichester NH 03234

Secretary: Edward J. Byrnes

Address: 2 Mack Road  
Woburn MA 01801-0000

Treasurer: Mary Lou DeWynGaert

Address: 411 Bear Hill Road  
Loudon NH 03301

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. Lawrence F. Byrnes

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

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*State of Delaware*  
*Office of the Secretary of State*

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "COMPETENCE 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 SECOND DAY OF DECEMBER, A.D. 1998.

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA



*Edward J. Freel*

Edward J. Freel, Secretary of State

AUTHENTICATION:

2304945 8300

DATE: 9434763

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12-02-98