

F99000000524



ACCOUNT NO. : 072100000032

REFERENCE : 102297 4307439

AUTHORIZATION :

Patricia Pijet

COST LIMIT : \$ 1,220.00

ORDER DATE : January 18, 1999

ORDER TIME : 11:56 AM

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ORDER NO. : 102297-030

CUSTOMER NO: 4307439

CUSTOMER: W. Michael Fortson, Legal Asst
Reed, Smith, Shaw & McClay
2500 One Liberty Pl.
1650 Market Street
Philadelphia, PA 19103

FOREIGN FILINGS

NAME: INTELLIGUARD 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: Angie Glisar

DIVISION OF CORPORATION

99 JAN 27 PM 1:10

RECEIVED

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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1/27

**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. Intelliguard 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. 23-2940491
(FEI number, if applicable)
4. December 23, 1997
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. 3/1/58
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 1002 W. Ninth Avenue, King of Prussia, PA 19406
(Current mailing address)
8. Sales and support of computer software
(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 NOT 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: Maureen Cullen

(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: 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. *George Wilson*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. George Wilson, President
(Typed or printed name and capacity of person signing application)

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EXHIBIT A

INTELLIGUARD SOFTWARE, INC.

OFFICERS AND DIRECTORS

- | | |
|---|--|
| • George Wilson
1002 W. Ninth Avenue
King of Prussia, PA 19406 | President/Chief Executive
Officer and Director |
| • Donald Trimmer
1002 W. Ninth Avenue
King of Prussia, PA 19406 | Vice President and Director |
| • Roger Stager
1002 W. Ninth Avenue
King of Prussia, PA 19406 | Secretary and Director |
| • Edward Lacey
1002 W. Ninth Avenue
King of Prussia, PA 19406 | Assistant Secretary/Treasurer
Chief Financial Officer |

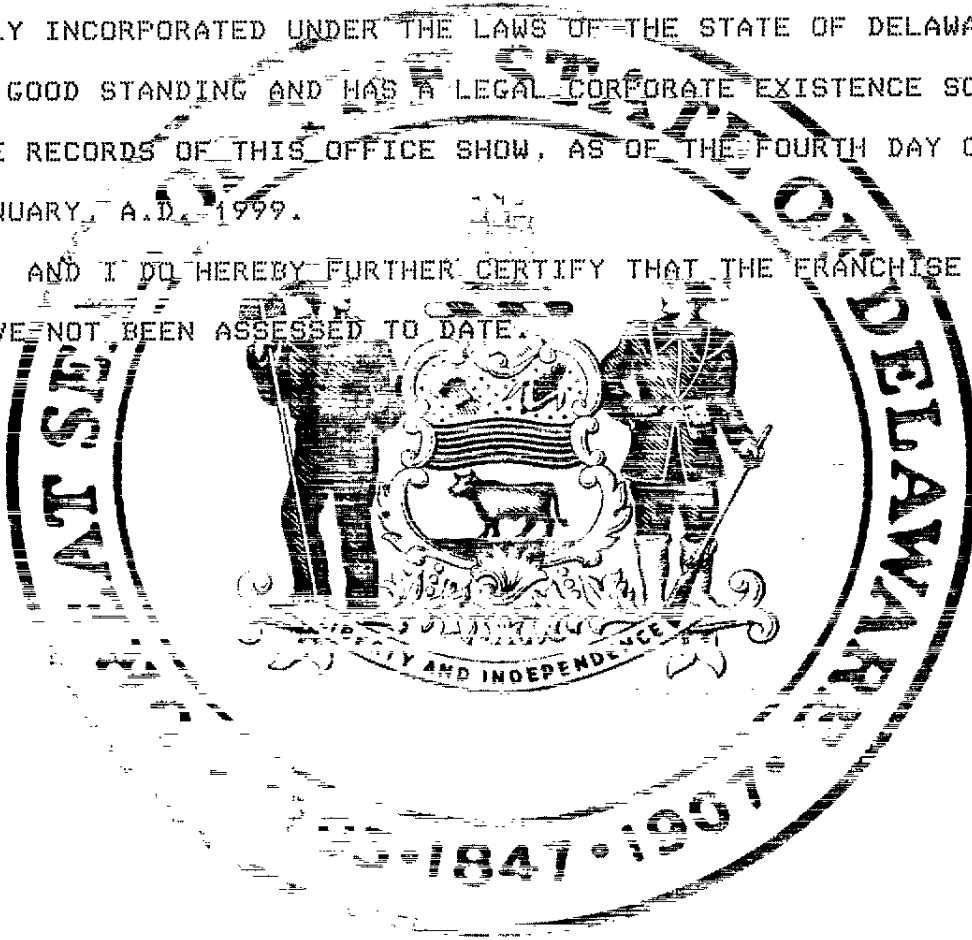
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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "INTELLIGUARD 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 FOURTH DAY OF JANUARY, A.D. 1999.

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



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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 27 PM 1:56



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

2837862 8300

DATE: 9500213

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01-04-99