

F99000000676

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: ST. PAUL SOFTWARE, INC.

(Name of corporation - must include suffix)

Dear Sir or Madam:

200002673072--9
-10/27/98--01022--002

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:

ANN NORRIS

(Name of Person)

ST. PAUL SOFTWARE, INC.

(Firm/Company)

1450 ENERGY PARK DRIVE, SUITE 127

(Address)

ST. PAUL, MN 55108

(City/State/Zip)

200002673072--9

-02/04/99--01082--001

***5915.00 ***5915.00

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

ANN NORRIS

(Name of Person)

at (651) 603-4400

(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
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

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 27, 1998

ANN NORRIS
ST. PAUL SOFTWARE, INC.
1450 ENERGY PARK DRIVE, SUITE 127
ST. PAUL, MN 55108

SUBJECT: ST. PAUL SOFTWARE, INC.
Ref. Number: W98000024338

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

Pursuant to section 607.1502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business in Florida prior to qualification and the appropriate charter tax and annual report fees that would have been due this office had the corporation qualified the year it began operations in this state. Please complete the enclosed form INHSE37 and contact this office for the charter tax due. The amount entitled this office in annual report fees and penalty fees is \$12,471.25.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501 or 617.1501, Florida Statutes.

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

Lee Rivers
Document Specialist

Letter Number: 898A00052715

December 5, 1998

Mr. Lee Rivers
Division of Corporations
Florida Department of State
PO Box 6327
Tallahassee, FL 32314


Re: St. Paul Software, Inc. Reference no. W98000024338

Dear Mr. Rivers:

This letter serves as an affidavit that erroneous information was listed on the *Application by Foreign Corporation for Authorization to Transact Business in Florida* as previously filed.

On the *Application by Foreign Corporation for Authorization to Transact Business in Florida*, the date which St. Paul Software first transacted business in Florida was erroneously stated as January, 1987.

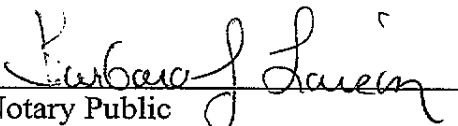
Pursuant to Florida Statute §601.1501, the correct starting date for transacting business in Florida is January 1, 1993.



Signature of St. Paul Software, Inc.

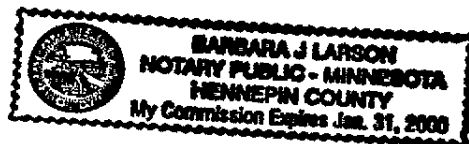
CHAIRMAN
Title

12/29/98
Date



Notary Public

12/29/98
Date



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TALLAHASSEE FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 5, 1999

ANN NORRIS
ST. PAUL SOFTWARE, INC.
1450 ENERGY PARK DRIVE, SUITE 127
ST. PAUL, MN 55108

SUBJECT: ST. PAUL SOFTWARE, INC.
Ref. Number: W98000024338

Thank you for submitting your affidavit.

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$5,915.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501 or 617.1501, Florida Statutes.

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

Lee Rivers
Document Specialist

Letter Number: 399A00000262

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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. ST. PAUL 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. MINNESOTA 3. 41-1593154
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 1/28/87 5. PERPETUAL
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. JANUARY 1987
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155,
7. 1450 ENERGY PARK DRIVE, SUITE #127
ST. PAUL, MN 55108
(Current mailing address)
8. DEVELOPS AND SELLS EDI SOFTWARE AND RELATED SERVICES
(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: CT CORPORATION SYSTEM
- Office Address: 1200 SOUTH PINE ISLAND ROAD
PLANTATION, Florida, 33324
(Zip Code)

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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.


(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: SEE STATEMENT ONE

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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TALLAHASSEE FLORIDA

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

President: SEE STATEMENT ONE

Address: _____

Vice President: _____

Address: _____

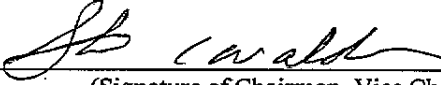
Secretary: _____

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. Steven Waldron President / CEO
(Typed or printed name and capacity of person signing application)

STATEMENT ONE
ST. PAUL SOFTWARE, INC.
CORPORATE OFFICERS AND DIRECTORS

OFFICERS

<u>Name</u>	<u>Address</u>	<u>Title</u>
GARY ANDERSON	1450 ENERGY PARK DRIVE ST. PAUL, MN 55108	CHAIRMAN OF THE BOARD
ROGER ANDERSON	1450 ENERGY PARK DRIVE ST. PAUL, MN 55108	V.P. TECHNICAL SERVICES
ARCHIE BLACK	1450 ENERGY PARK DRIVE ST. PAUL, MN 55108	CFO/TREASURER
STEVEN WALDRON	1450 ENERGY PARK DRIVE ST. PAUL, MN 55108	PRESIDENT & CHIEF EXECUTIVE OFFICER
WILLIAM KRONSNABEL	1500 CAPITAL CENTRE 386 NORTH WABASHA STREET ST. PAUL, MN 55102	SECRETARY

DIRECTORS

<u>Name</u>	<u>Address</u>	<u>Title</u>
GARY ANDERSON	1450 ENERGY PARK DRIVE ST. PAUL, MN 55108	CHAIRMAN OF THE BOARD
RICHARD DALY	P.O. BOX 1047 BURNSVILLE, MN 55337	DIRECTOR
MICHAEL GORMAN	8500 NORMANDALE LAKE BLVD., SUITE 1940 BLOOMINGTON, MN 55437	DIRECTOR
JOHN HAUGO	1407 CROIX CREST DRIVE HUDSON, WI 54016	DIRECTOR
KEVIN SHEEHAN	ONE AMERICAN SQUARE, SUITE 2850 INDIANAPOLIS, IN 82074	DIRECTOR
JERRY SNYDER	2021 EAST HENNEPIN AVENUE, LL30 MINNEAPOLIS, MN 55413	DIRECTOR
STEVEN WALDRON	1450 ENERGY PARK DRIVE ST. PAUL, MN 55108	PRESIDENT & CHIEF EXECUTIVE OFFICER

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State of Minnesota

SECRETARY OF STATE

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TALLAHASSEE FLORIDA

Certificate of Good Standing

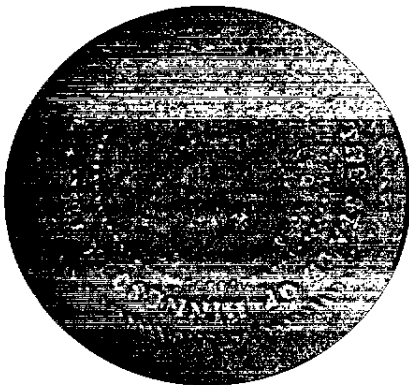
I, Joan Anderson Growe, Secretary of State of Minnesota, do certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that 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: St. Paul Software, Inc.

Date Formed: 01/28/1987

Chapter Governed By: 302A

This certificate has been issued on 07/30/98.



Joan Anderson Growe
Secretary of State.