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-04/15/99--01002--014
***1150.00 ***1150.00

C T Corporation System

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301

City State Zip Phone

CORPORATION(S) NAME

Group 1 Software, Inc.

99 APR 14 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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. GROUP 1 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. 52-0852578

(FEI number, if applicable)

4. October 27, 1987

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. October 1, 1998

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. 4200 PARLIAMENT PLACE, STE 600, LANHAM, Maryland 20706-1844

(Current mailing address)

8. Computer software sales and 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:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

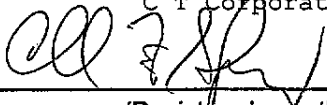
Plantation, Florida, 33324

(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System



(Registered agent's signature) (Officer)

Charlie Shampang - Assistant Secretary

(Type Name and Title of Officer)

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TALLAHASSEE, FLORIDA

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:

A. DIRECTORS

Chairman: JAMES V. MANNING

Address: 669 River Drive, Center 2
Elmwood Park, New Jersey 07407-1361

Vice Chairman: _____

Address: _____

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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TALLAHASSEE, FLORIDA

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Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Mark Funston
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. MARK FUNSTON, Vice President
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Directors of
GROUP 1 SOFTWARE, INC.**

1. ROBERT S. BOWEN
4200 PARLIAMENT PLACE, STE 600
LANHAM, Maryland 20706-1844
2. RONALD F. FRIEDMAN
4200 PARLIAMENT PLACE, STE 600
LANHAM, Maryland 20706-1844
3. JAMES V. MANNING
669 River Drive, Center 2
Elmwood Park, New Jersey 07407-1361
4. JAMES P. MARDEN
850 Third Avenue/19th Floor
New York, New York 10022
5. CHARLES A. MELE
669 River Drive, Center 2
Elmwood Park, New Jersey 07407-1361
6. CHARLES J. SINDELAR
1000 Milwaukee Avenue
Glenview, Illinois 60025
7. RICHARD H. EISENBERG
320 W. 57th Street/5th Floor
New York, New York 10019
8. BRUCE J. SPOHLER
425 Lexington Avenue/3rd Floor
New York, New York 10017
9. THOMAS S. BUCHSBAUM
1 Dell Way
Round Rock, Texas 78682

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Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Officers of
GROUP 1 SOFTWARE, INC.**

1. ROBERT S. BOWEN, CEO
4200 PARLIAMENT PLACE, STE 600
LANHAM, Maryland 20706-1844
2. RONALD F. FRIEDMAN, COO; PRESIDENT
4200 PARLIAMENT PLACE, STE 600
LANHAM, Maryland 20706-1844
3. MARK FUNSTON, VICE PRESIDENT; CFO
4200 PARLIAMENT PLACE, STE 600
LANHAM, Maryland 20706-1844
4. EDWARD WEISS, SECRETARY; GENERAL COUNSEL
4200 PARLIAMENT PLACE, STE 600
LANHAM, Maryland 20706-1844
5. LINDA CHAPMAN, ASSISTANT SECRETARY
4200 PARLIAMENT PLACE, STE 600
LANHAM, Maryland 20706-1844

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TALLAHASSEE, FLORIDA

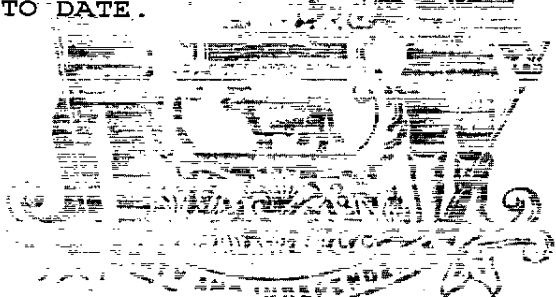
State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GROUP 1 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 SEVENTH DAY OF APRIL, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



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SECRETARY OF STATE
DELAWARE



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

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AUTHENTICATION:

DATE:

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04-07-99