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TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

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-06/24/99--01104--002
*****87.50 *****87.50

SUBJECT: SoftCo America Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

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:

KIRK SEXTON
(Name of Person)
SoftCo America Inc.
(Firm/Company)
5901 Sun Blvd., Suite 200,
(Address)
St. Petersburg, FL 33715
(City/State/Zip)

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

Kirk Sexton at (727) 865 0644
(Name of Person) (Area Code & Daytime Telephone Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Enclosed is a check for the following amount:

- ☐ \$70.00 Filing Fee ☐ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☒ \$87.50 Filing Fee, Certificate of Status & Certified Copy

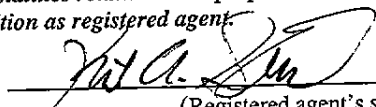
SL 30-99

**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. SoftCo America 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. 593577409
(FEI number, if applicable)
4. MAY 24th 1999
(Date of incorporation)
5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")
6. JUNE 1st 1999
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 5901 SUN Blvd., Suite 200,
St. Petersburg, FLORIDA 33715
(Current mailing address)
8. COMPUTER 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: KERK Sexton
Office Address: 5901 Sun Blvd., Suite 200
St. Petersburg, Florida, FL 33715
(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.


(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)

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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: Jim Coffey

Address: Stone House, Ballybride Rd., Rathmicheal, Co. Dublin, Ireland

Vice Chairman: Susan Spence

Address: 15 Cairn Hill, Westminster Road, Foxrock, Dublin 18, Ireland.

Director: Sinead leech

Address: 65 Mount Anville Park, Goatstown, Dublin 14, Ireland

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

President: Jim Coffey

Address: Stone House, Ballybride Rd., Rathmicheal, Co. Dublin, Ireland

Vice Chairman: Rich Pizzolato

Address: 7982 11th Avenue South, St Petersburg, Florida, USA

Secretary: Alan Kilduff

Address: Clonlee, Church Lane, Greystones, Co. Wicklow, Ireland.

Treasurer: Kevin O'Callaghan

Address: 11 Glenbourne Green, Leopardstown Valley, Dublin 18, Ireland.

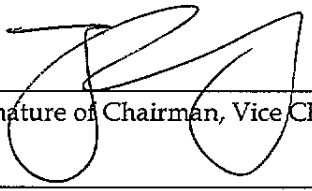
Officer: Rosie Cronin

Address: 77 Newtown Ave., Blackrock, Co. Dublin, Ireland.

Officer: Kirk Sexton

Address: 10308 Millport Drive Tampa, Florida 33626, USA.

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SOFTCO AMERICA 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 EIGHTEENTH DAY OF JUNE, A.D. 1999.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SOFTCO AMERICA INC." WAS INCORPORATED ON THE TWENTY-FOURTH DAY OF MAY, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID IS THE EIGHTEENTH DAY OF JUNE, A.D. 1999.



Edward J. Freel

Edward J. Freel, Secretary of State

3042554 8300

AUTHENTICATION:

9813374

991246664

DATE:

06-18-99