

F99000004157

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Software Shelf International, 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:

600002950446--5

-08/04/99--01068--005

*****78.75 *****78.75

Dan Feeley

(Name of Person)

Software Shelf International, Inc.

(Firm/Company)

702 Marshall Street, Suite # 611

(Address)

Redwood City, CA 94063

(City/State/Zip)

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

Martin Greenberg, CPA

(Name of Person)

at (727) 441-9918

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

Please Note:

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check made out to the Sec. Of State to cover the \$70.00 registration fee and the \$8.75 for certificate of status.

Enclosed is a self-addressed Fed Ex return envelope on our Fed-Ex Account for your use in sending Dan Feeley the Certificate of Status and related correspondence to confirm our registration as a foreign profit corporation to transact business in Florida.

F99-4157
~~11/22/99~~
~~11/22/99~~
OJ



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 6, 1999

DAN FEELEY
SOFTWARE SHELF INTERNATIONAL, INC.
702 MARSHALL ST., SUITE 611
REDWOOD CITY, CA 94063

SUBJECT: SOFTWARE SHELF INTERNATIONAL, INC.
Ref. Number: W99000018240

We have received your document for SOFTWARE SHELF INTERNATIONAL, INC. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

You must list the names and street addresses of the officers and directors of the corporation on the form/application.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6917.

Gretchen Harvey
Document Specialist Supervisor

Letter Number: 899A00039885

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Software Shelf International, Inc.

702 Marshall Street, 6th Floor
Redwood City, CA 94063
USA

August 11, 1999

Qualification/Tax Lien Section
Division of Corporations
Attention: Gretchen Harvey
Document Specialist Supervisor
409 E. Gaines St.
Tallahassee, FL 32399
Tel: 850-487-6051

SUBJECT: SOFTWARE SHELF INTERNATIONAL, INC.
Ref. Number: W99000018240

Dear Ms. Harvey,


Thank you for your letter of August 6 (attached) and for providing me with the form for listing the names and street addresses of the officers and directors of the corporation.

Attached is the completed form signed by myself, the corporation secretary.

Could you please send me the certificate of status in the enclosed, self addressed Fed Ex envelope.

Thank you very much for your assistance.

Sincerely,



Daniel Feeley, Jr.
Corporation Secretary

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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. Software Shelf International, 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. California 3. _____
(State or country under the law of which it is incorporated) (FBI number, if applicable)
4. December 20, 1996 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. 702 Marshall Street, Suite #611
Redwood City, CA 94063
(Current mailing address)
8. See scheudle A attached hereto
(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, CPA
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 J. 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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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: William Feeley

Address: 931 McCue Avenue

San Carlos, CA 94070

Vice Chairman: Daniel Feeley, JR.

Address: 371 Summit Drive

Redwood City, CA 94062

Director: Suzanne Feeley

Address: 371 Summit Drive

Redwood City, CA 94062

Director: _____

Address: _____

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

President: William Feeley

Address: 931 McCue Avenue

San Carlos, CA 94070

Vice President: _____

Address: _____

Secretary: Daniel Feeley, JR.

Address: 371 Summit Drive

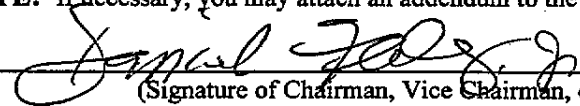
Redwood City, CA 94062

Treasurer: Suzanne Feeley

Address: 371 Summit Drive

Redwood City, CA 94062

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. Daniel Feeley, JR. Secretary
(Typed or printed name and capacity of person signing application)

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SCHEDULE A

The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

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State of California

SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, **BILL JONES**, Secretary of State of the State of California, hereby certify:

That on the 20th day of December, 19 96,

SOFTWARE SHELF INTERNATIONAL, INC.

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal of
the State of California this day of

July 30, 1999



A handwritten signature in cursive script that reads "Bill Jones".

Secretary of State