

Document Number Only

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CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
Fax 850 222 7615
Attn: Jeff Netherton

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*****70.00 *****70.00

CORPORATION(S) NAME

PlanSoft Corporation

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<hr/>		
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name _____
Availability _____
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Examiner _____
Updater _____
Verifier _____
Acknowledgement _____
W.P. Verifier _____

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99 SEP 13 AM 11:53
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 SEP 13 PM 1:37
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 THE
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:

SECRETARY OF STATE
DIVISION OF CORPORATIONS
9/28/98 13 PM 1:37

1. PlanSoft Corporation
(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 3. 31-1573076
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. October 22, 1997 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. N/A, upon qual.
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.)

7. 8285 Darrow Road

Twinsburg, Ohio 44087-2307

(Current mailing address)

8. Software manufacturing and sales
(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: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation

, Florida, 33324

(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.

C T Corporation System

Charlotte Renee Cruz
(Registered agent's signature)

Charlotte Renee Cruz, Asst. Secretary

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: Bruce W. Harris

Address: 2500 Enterprise Parkway, East
Twinsburg, Ohio 44087-2337

Vice Chairman: N/A

Address: _____

Director: Bruce W. Harris

Address: 2500 Enterprise Parkway, East
Twinsburg, Ohio 44087-2337

Director: David K. Hunt

Address: 8285 Darrow Road
Twinsburg, Ohio 44087

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

President: Edward J. Tromczynski

Address: 8285 Darrow Road
Twinsburg, Ohio 44087

Executive Vice President: Theodore W. Frank

Address: 8285 Darrow Road
Twinsburg, Ohio 44087

Secretary: Theodore W. Frank

Address: 8285 Darrow Road
Twinsburg, Ohio 44087

Treasurer: Paul Nestvold

Address: 8285 Darrow Road
Twinsburg, Ohio 44087

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. Paul Nestvold, Treasurer

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

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STATE
DIVISION OF CORPORATIONS
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**ADDENDUM
TO
APPLICATION BY FOREIGN CORPORATION
FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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12A. **DIRECTORS** (continued)

Robert M. Chefitz	445 Park Avenue, 11 th Floor New York, New York 10022
Jonathan E. Dick	5900 Landerbrook Drive, Suite 200 Mayfield Heights, Ohio 44124
Paul B. Mullen	850 Grier Drive Las Vegas, Nevada 89119
Kimberly D. Davis	655 Montgomery Street, Suite 1900 San Francisco, California 94111

State of Delaware
Office of the Secretary of State

PAGE 1

FILED STATE
SECRETARY OF CORPORATIONS
99 SEP 13 PM 1:37

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PLANSOFT CORPORATION" 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 TWENTY-SIXTH DAY OF AUGUST, 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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991357535

Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

9941376

DATE:

08-26-99