



THE UNITED STATES
CORPORATION
COMPANY

F99000005391

ACCOUNT NO. : 072100000032

REFERENCE : 404623 7181486

AUTHORIZATION

COST LIMIT

Patricia P. P. P.

ORDER DATE : October 8, 1999

ORDER TIME : 9:45 AM

ORDER NO. : 404623-005

700003015757--5

CUSTOMER NO: 7181486

CUSTOMER: Ms. Charlene Brandon
Mustang Software Inc.
6200 Lake Ming Rd.

Bakersfield, CA 93306

W99-23888

FOREIGN FILINGS

NAME: MUSTANG SOFTWARE, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jamela Abaied

BK
10/15/99

99 OCT 15 AM 11:04

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 OCT 15 AM 11:25

RECEIVED

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 18, 1999

CSC
ATTN: JAMELA ABAIED

SUBJECT: MUSTANG.COM, INC.
Ref. Number: W99000023888

RESUBMIT

Please give original
submission date as file date.

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DIVISION OF CORPORATIONS
99 OCT 15 AM 11:04

We have received your document(s) in this office, however, a copy of the document is being returned for the following:

The name listed in number one of the application must be identical to the name listed in the certificate of existence.

Please note that the name you listed on line 1 is the FORMER name, according to the certificate.

Please list the Federal Employer Identification number in the appropriate section of the application. If applied for, enter "applied for", or if not applicable, enter "N/A".

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) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 499A00050045

RECEIVED
99 OCT 21 AM 9:35
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.

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1. MUSTANG.COM, 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. 77-0204718
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 12-23-88 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 10-20-99
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 6200 LAKE Ming Road
BAKERSfield, CA 93306
(Current mailing address)

8. SELL 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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida, 32301
(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.

Corporation Service Company

By: Carol V. Dole
(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 attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

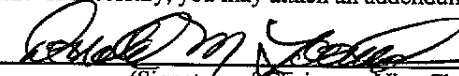
Secretary: _____

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. Donald M. Leonard, V.P. Finance/CFO/Assistant Secretary
(Typed or printed name and capacity of person signing application)

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Mustang Software, Inc.
Attachment for Application to Transact Business in Florida:

Officers

James A. Harrer, President/Chief Executive Officer
6200 Lake Ming Road
Bakersfield, CA 93306

Donald M. Leonard, Vice President Finance/Chief Financial Officer/Assistant Sec
6200 Lake Ming Road
Bakersfield, CA 93306

Christopher B. Rechtsteiner, Executive Vice President
2500 West Higgins Road, Suite 1155
Hoffman Estates, IL 60195

Directors

Stanley A. Hirschman, Chairman of the Board/Director
5960 West Parker Road, #278-279
Plano, TX 75093

Phillip E. Pearce, Director
6624 Glenleaf
Charlotte, NC 28270

Anthony Mazzearella, Director
233 Wilshire Blvd. #820
Santa Monica, CA 90401

Michael S. Noling, Secretary/Director
2939 East Valley Road
Santa Barbara, CA 93108

FILED
CLERK OF SUPERIOR COURT
COUNTY OF FLORIDA
99 OCT 15 AM 11:04

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 23rd day of December, 19 88,
"Mustang Software, Inc.", NOW:
MUSTANG.COM, 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

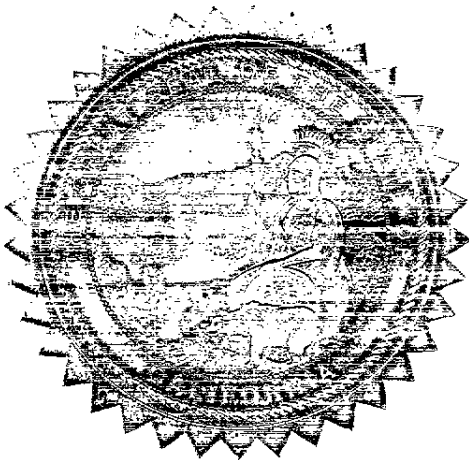
That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

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

October 19, 1999



Bill Jones

Secretary of State

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