

DAVID R. ELLIS
ATTORNEY AT LAW

**COMPUTER & CYBERLAW
CORPORATION AND
BUSINESS LAW
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LICENSING & FRANCHISING
ENTERTAINMENT LAW
CONTRACT LAW**

November 15, 1999

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

100003052611--4
-11/23/99--01023--002
***70.00 ***70.00

Attn: Ms. Michelle Hodges
Document Specialist

Re: KNOWLEDGE MANAGEMENT SOFTWARE PLC, CO.

MJ

Dear Ms. Hodges:

As we discussed, I am resubmitting the Application by Foreign Corporation for Authorization to Transact Business in Florida.

Also enclosed is a current Certificate of Existence from the Registrar of Companies for England and Wales and our firm's check to cover the applicable filing fee.

Please send the Certificate of Authorization and address all correspondence to this office.

Very truly yours,

David Ellis

David R. Ellis

DRE:dun

Enclosures

cc: Mr. Thomas J. Godfrey
Knowledge Management Software, Inc.

FRANK
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 99 NOV 22 AM 8:36



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 25, 1999

DAVID R. ELLIS
BAY PROFESSIONAL CENTER, SUITE 101
3233 EAST BAY DRIVE
LARGO, FL 33771

SUBJECT: KNOWLEDGE MANAGEMENT SOFTWARE, INC.
Ref. Number: W99000019477

We have received your document for KNOWLEDGE MANAGEMENT SOFTWARE, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The Federal Employer Identification number (FEI #) must be listed in number 3 of the application.,

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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

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) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 499A00042274

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. KNOWLEDGE MANAGEMENT SOFTWARE plc, Co.

(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. ENGLAND 3. N/A
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. Jan 11, 1991 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 8/13/99
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 1560 BRAE MOOR LN
DUNEDIN, FL 34698
(Current mailing address)

8. SOFTWARE SALES AND SERVICE
(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: THOMAS J. GODFREY

Office Address: 1560 BRAE MOOR LN
DUNEDIN, Florida, 34698
(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.

Thomas J. Godfrey
(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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SECRETARY OF STATE
DIVISION OF CORPORATIONS

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)Chairman: DAVID BENTATA, BENTATA ASSOCIATESAddress: 101 BENSLOW LANE
HITCHIN, Herts SG4 9RAVice Chairman: ROGER DICKINSON, PLACE, ALBERT LEEMANS 6/65
Address: B-1050 BRUSSELS
BELGIUMDirector: PAUL BARRACLOUGH, WORKNORTH LTDAddress: 4009 Commonwealth House
CHICAGO AVE, MANCHESTER AIRPORT, MANCHESTER M90 3DQDirector: JONATHAN BROWNSON, ROYCE, PEEUNG, GREENAddress: HILTON CHAMBERS, 15 HILTON ST,
MANCHESTER M1 1JL**B. OFFICERS (Street address only - P.O. Box NOT acceptable)**President: CEO STUART WHISTANCE, KNOWLEDGE MANAGEMENT SOFTWARE
Address: THOMAS BENNETT HOUSE, SALFORD UNIVERSITY BUSINESS PARK P12
SALFORD M6 6AT

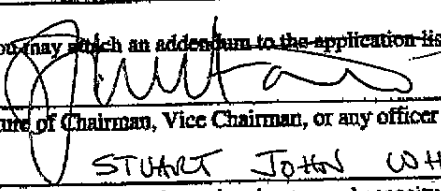
Vice President: _____

Address: _____

Secretary: MAUREEN BENNETT, KNOWLEDGE MANAGEMENT SOFTWAREAddress: THOMAS BENNETT HOUSE, SALFORD UNIVERSITY BUSINESS PARK P12
SALFORD M6 6AT

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.X 13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)14. STUART JOHN WHISTANCE, CEO

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



THE COMPANIES ACT 1985

Company No. 2573056

The Registrar of Companies for England and Wales hereby certifies that

KNOWLEDGE MANAGEMENT SOFTWARE PLC, (originally called EUROSNOW (U.K.) LIMITED, changed its name on 5th August 1996 to NRG SOFTWARE INTERNATIONAL LIMITED, which was changed on 7th July 1999 to KNOWLEDGE MANAGEMENT SOFTWARE PLC, each change having been made by special resolution) was incorporated under the Companies Act 1985 as a limited company on 11th January 1991.

The Registrar further certifies that on the same 7th July 1999 the said company re-registered under the Companies Act 1985 as a public company.

According to the documents on the file of the company in the custody of the Registrar of Companies, the company has been in continuous and unbroken existence since the date of its incorporation.

No action is currently being taken by the Registrar of Companies for striking the company off the register and dissolving it as defunct, and as far as the Registrar is aware:-

- a) the company is not in liquidation or subject to an administration order, and
- b) no receiver or manager of the company's property has been appointed.

Given at Companies House, Cardiff the 4th November 1999

MRS. M. JEYA

for the Registrar of Companies

