

MO3000001082

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

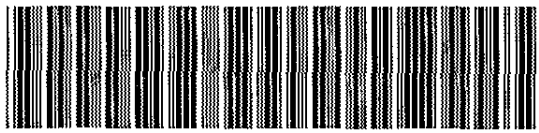
(Business Entity Name)

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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

03 APR - 7 PM 12:52

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ACCOUNT NO. : 072100000032
 REFERENCE : 999829 4804708
 AUTHORIZATION : *Patricia Pizeto*
 COST LIMIT : \$ 125.00

ORDER DATE : April 3, 2003
 ORDER TIME : 9:43 AM
 ORDER NO. : 999829-005
 CUSTOMER NO: 4804708
 CUSTOMER: Linda Y. Kim, Legal Asst
 Seward & Kissel Llp
 21st Floor
 One Battery Park Plaza
 New York, NY 10004

FOREIGN FILINGS

NAME: RGM CAPITAL, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- XX PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea -- EXT# 1114

EXAMINER: _____

STATE OF FLORIDA
 TALLAHASSEE

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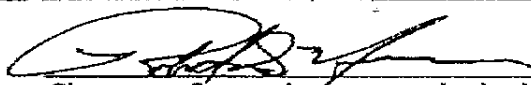
Received 04/03/2003 10:49AM in 01:28 on line [0] for FAXOPR * Pg 3/3
Apr 03 03 10:40a Robert Moses (239) 591-6745 p. 3

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. RGM Capital, LLC
(Name of foreign limited liability company)
2. Delaware 3. _____
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. March 28, 2003 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon filing
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 1415 Panther Lane, Suite 352, Naples, Florida 34109
(Street address of principal office)
8. If limited liability company is a manager-managed company, check here
9. The name and usual business addresses of the managing members or managers are as follows:
Robert G. Moses, Managing Member (Address same as in item 7)
10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)
11. Nature of business or purposes to be conducted or promoted in Florida: To engage in any and all lawful business activities as provided and permitted by the state of Florida.

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TALLAHASSEE, FLORIDA


Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)
Robert G. Moses, Managing Member

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Apr 03 03 10:40a Robert Moses (239) 591-6745

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Company is:

RGM Capital, LLC

2. The name and the Florida street address of the registered agent and office are:

Robert G. Moses
(Name)

1412 Panther Lane, Suite 352
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Naples, Florida 34109
City/State/Zip

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointments as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered for in Chapter 608, F.S..


(Signature)

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

Delaware

PAGE 1

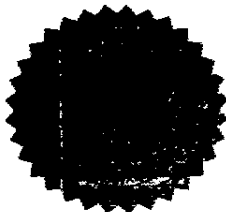
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RGM CAPITAL, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTH DAY OF APRIL, A.D. 2003.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "RGM CAPITAL, LLC" WAS FORMED ON THE TWENTY-EIGHTH DAY OF MARCH, A.D. 2003.

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OFFICE OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2348955

DATE: 04-04-03