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GOODMAN WEISS MILLER LLP
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March 1, 2001

BY OVERNIGHT COURIER

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

Re: Accrisoft Corporation

100003796521--6
-03/02/01--01034--001
*****70.00 *****70.00

Dear Sir/Madam:

Enclosed for filing is an Application by Foreign Corporation for Authorization to Transact Business in Florida, along with a Certificate of Good Standing issued by the Delaware Secretary of State and a check in the amount of \$70 to cover the filing fee.

Please return a letter of acknowledgment of registration to the undersigned.

Thank you.

Very truly yours,

GOODMAN WEISS MILLER LLP

Gail Heidenreich
Legal Assistant

FILED
01 MAR -2 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Enclosures

cc: Jay R. Faeges

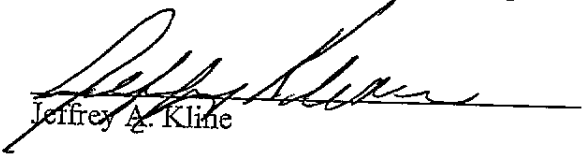
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**APPLICATION BY FOREIGN CORPORATION
FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

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. **Name of corporation:** Accrisoft Corporation
2. **State of incorporation:** Delaware
3. **FEI Number, if applicable:** [applied for]
4. **Date of incorporation:** January 30, 2001
5. **Duration:** Perpetual
6. **Date first transacted business in Florida:** January 31, 2001
7. **Mailing address:** 1900 N.W. Corporate Boulevard, Suite 400 East, Boca Raton, Florida 33431
8. **Purpose of corporation authorized in home state to be carried out in the State of Florida:** To engage in any lawful act or activity for which corporations may be organized under Florida Statutes.
9. **Name and address of Florida registered agent:**
Jeffrey A. Kline
1900 N.W. Corporate Boulevard, Suite 400 East
Boca Raton, Florida 33431
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.


Jeffrey A. Kline

11. Attached is a Certificate of Good Standing issued by the Secretary of State of the State of Delaware dated not more than 90 days prior to the delivery of this application to the Department of State.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12. **Names and addresses of Officers:**

Jeffrey A. Kline
1900 N.W. Corporate Boulevard
Suite 400 East
Boca Raton, FL 33431

President, Secretary and Treasurer

Jay R. Faeges
100 Erieview Plaza, 27th Fl.
Cleveland, OH 44114

Assistant Secretary

Jeffrey Kasten
1900 N.W. Corporate Boulevard
Suite 400 East
Boca Raton, FL 33431

Secretary

13. **Names and addresses of Directors:**

Jeffrey A. Kline
1900 N.W. Corporate Boulevard
Suite 400 East
Boca Raton, FL 33431

Jeffrey Kasten
1900 N.W. Corporate Boulevard
Suite 400 East
Boca Raton, FL 33431

Scott Adams
4950 Blue Lake Drive, Suite 900
Boca Raton, FL 33431

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCRISOFT CORPORATION

By


Jeffrey A. Kline, President

State of Delaware
Office of the Secretary of State PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ACCRISOFT 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 EIGHTH DAY OF FEBRUARY, A.D. 2001.

FILED
01 MAR -2 PM 1:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 0962812

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DATE: 02-08-01