

F02000002212

LACERTE
THE FIRST NAME IN TAX SOFTWARE

May 2, 2002

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32314
Attention: Susan Payne - PERSONAL & CONFIDENTIAL

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-04/02/02--90950--035
158.75 *78.75

Re: Lacerte Educational Services, Inc.
Corporate Number: F99000001229

Dear Ms. Payne:

Pursuant to our telephone conversations last week, enclosed herein are the following:

1. Completed and executed Application for Reinstatement for the entity referenced above.
2. Copy of the Certificate of Good Standing from the State of Delaware for Lacerte Educational Services, Inc.

Additionally, please deduct the \$78.75 filing fee from the check you previously received from our Company in the amount of \$158.75.

If you have any questions or if you need any additional information, please feel free to contact me directly. My direct dial number is 214-387-2980 or I can be reached by e-mail at Wendy.Martin@intuit.com. Thank you in advance for your attention to this matter.

Very truly yours,

LACERTE SOFTWARE CORPORATION

By: Wendy Martin
Wendy Martin
Legal Assistant

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 MAY -3 AM 11:45

FILED

* F99000001229
withdrew 7/10/01
requalifying

5/6/02
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Enclosures

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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Lacerte Educational Services, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Pamela L. Etzel, Paralegal
(Name of Person)

Lacerte Software Company
(Firm/Company)

5601 Headquarters Drive
(Address)

Plano, Texas 75024
(City/State and Zip code)

For further information concerning this matter, please call:

Pamela L. Etzel at (214) 387-2928
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

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. Lacerte Educational Services, 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. Delaware 3. 330807300
(State or country under the law of which it is incorporated) (FEI number, if applicable)
- 4. March 5, 1999 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
- 6. March 5, 1999 under F99000001229
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
- 7. 5601 Headquarters Drive, Plano, Texas 75024
(Principal office address)
5601 Headquarters Drive, Plano, Texas 75024
(Current mailing address)
- 8. Professional Education Services
(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: CT Corporation System
Office Address: 1200 South Pine Island
Plantation, Florida 33324
(City) (Zip code)

FILED
02 MAY -3 AM 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

Maria Ozaeta Maria Ozaeta
(Registered agent's signature) Vice President

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.

LACERTE EDUCATIONAL SERVICES, INC.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

PLEASE SEE ATTACHMENT

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

PLEASE SEE ATTACHMENT

President: _____

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. MARK PORTNER, ASSISTANT SECRETARY _____

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

Lacerte Educational Services, Inc.
Reference Number: F99000001229

12.A. DIRECTORS

Daniel L. Manack, 5601 Headquarters Drive, Plano, Texas 75024
Thomas A. Allanson, 5601 Headquarters Drive, Plano, Texas 75024
L. Steven Blundell, 5601 Headquarters Drive, Plano, Texas 75024

12.B. OFFICERS

Daniel L. Manack, President, 5601 Headquarters Drive, Plano, Texas 75024
Thomas A. Allanson, Senior Vice President, 5601 Headquarters Drive, Plano, Texas 75024
Robert Wakefield, Chief Financial Officer, 5601 Headquarters Drive, Plano, Texas 75024
William Thomas Spencer, Vice President, 5601 Headquarters Drive, Plano, Texas 75024
Greg J. Santora, Vice President, 5601 Headquarters Drive, Plano, Texas 75024
Catherine J. Valentine, Secretary, 5601 Headquarters Drive, Plano, Texas 75024
Mark Portner, Assistant Secretary, 5601 Headquarters Drive, Plano, Texas 75024
Virginia R. Coles, Assistant Secretary, 5601 Headquarters Drive, Plano, Texas 75024

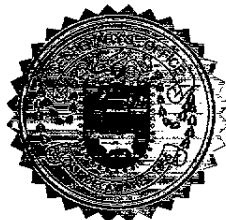
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "LACERTE EDUCATIONAL SERVICES, INC." 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 APRIL, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1746109

020268913

DATE: 04-26-02