

F05000006411

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

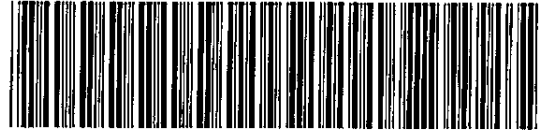
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2005 OCT 10 P 1:29

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COST

00868

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Tract Manager, 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:

Ricky Miller
(Name of Person)

Tract Manager, Inc.
(Firm/Company)

Two Union Square, Suite 304
(Address)

Chattanooga, TN 37402
(City/State and Zip code)

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TALLAHASSEE, FL
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For further information concerning this matter, please call:

Ricky Miller at (423) 648-1178
(Name of Person) (Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

October 11, 2005

RICKY MILLER
TRACTMANAGER, INC,
TWO UNION SQUARE, SUITE 304
CHATTANOOGA, TN 37402

SUBJECT: TRACTMANAGER, INC.
Ref. Number: W05000046794

We have received your document for TRACTMANAGER, 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 designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

A certificate of existence or a certificate of good standing, 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.

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) 245-6913.

Diane Cushing
Document Specialist

Letter Number: 905A00061951

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. Tract Manager, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. 38-3668883
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 1/2/2003 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. upon qualification
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. Tract Manager, Inc., Park 80 West, Plaza II, 4th Floor, Saddle Brook, NJ 07071
(Principal office address)

Tract Manager, Inc., Two Union Square, Suite 304, Chattanooga, TN 37402
(Current mailing address)

8. Contract Management 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 NOT acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(City) (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.

Connie Buz
(Registered agent's signature)

CONNIE BUZ
SPECIAL ASSISTANT SECRETARY

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.

SECRETARY OF STATE
FLORIDA
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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Thomas A. Rizk

Address: Park 80 West, Plaza II, 4th Floor

Saddle Brook, NJ 07663

Vice Chairman: Jonathan A. Bernstein

Address: 410 Park Avenue

New York, NY 10022

Director: Fred Good

Address: 5123 Virginia Way

Paddock III Building, Suite C-22, Brentwood, TN 37707

Director: _____

Address: _____

B. OFFICERS

President: Scott Jeffery

Address: Park 80 West, Plaza II, 4th Floor

Saddle Brook, NJ 07663

Vice President: Ricky Miller

Address: Two Union Square, Suite 304

Chattanooga, TN 37402

Secretary: _____

Address: _____

Treasurer: Scott Jeffery

Address: Park 80 West, Plaza II, 4th Floor

Saddle Brook, NJ 07663

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Ricky Miller

(Signature of Director or Officer listed in number 12 of the application)

14. Ricky Miller, Vice President-Finance

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

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SECRETARY OF STATE
TALLAHASSEE, FL

Delaware

PAGE 1

The First State

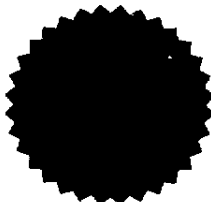
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TRACTMANAGER, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SECOND DAY OF NOVEMBER, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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

2005 OCT 10 P 1:29
SECRETARY OF STATE
TALLMANSSES FLOOR

FILED



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3150488 8300

AUTHENTICATION: 4271209

050897581

DATE: 11-02-05