

F98000001369
TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: PACE MICRO TECHNOLOGY PLC
(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:

DAWN EDWARD / CAROLINE MALL
(Name of Person)

PACE MICRO TECHNOLOGY PLC
(Firm/Company)

VICTORIA ROAD, SALTIRE, SHIPLEY
(Address)

BRADFORD, BD18 3LF ENGLAND
(City/State/Zip)

W98-2588

Should you need to call someone concerning this matter, please call:

CAROLINE MALL at ~~(4127)~~ 537119 011441274537119
(Name of Person) (Area Code & Daytime Telephone Number)

100002421761
-02/04/98-01108-003
*****78.75 *****78.75

COURIER ADDRESS:

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

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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SECRETARY OF STATE
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 4, 1998

DANNY EDWARD / CAROLINE MALL
PACE MICRO TECHNOLOGY PLC.
VICTORIA RD., SALTAIRE, SHIPLEY
BRADFORD, BD18 3LF ENGLAND,

SUBJECT: PACE MICRO TECHNOLOGY PLC.
Ref. Number: W98000002588

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We have received your document for PACE MICRO TECHNOLOGY PLC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

You must list your Federal Employer Identification Number in the appropriate block. If applied for, enter "applied for", or if not applicable, enter "N/A".

The entity's period of duration must be listed on the application. Please insert the word "perpetual", if a specific date of dissolution or term of existence has not been specified.

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

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) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 698A00006464



Pace Micro Technology plc
Victoria Road Sallaire Shiplay
West Yorkshire BD18 3LF England
Tel +44 (0)1274 532000 Fax +44 (0)1274 532010
www.pacemicro.com

4 March, 1998

Jennifer Sindt
Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee
Florida
32314
USA

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Dear Ms Sindt

Re: Registration in the state of Florida Ref. Number: W9800002588

Please find enclosed amended application form for authorisation to transact business in Florida.

If you have any questions, please call me direct on 44 1132 983032.

Regards
Yours sincerely

Dawn Edward (Mrs)
Corporate Administrator

Enclosure

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. PACE MICRO TECHNOLOGY PLC, (PUBLIC LIMITED COMPANY)
(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 (State or country under the law of which it is incorporated) 3. 98-0154794 (FEI number, if applicable)

4. 20/10/82 (Date of incorporation) 5. PERPETUAL (Duration: Year corp. will cease to exist or "perpetual")

6. UPON QUALIFICATION
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. VICTORIA ROAD, SAKTAIRE, SHIPLEY, WEST YORKSHIRE, BD18 3LF
(Current mailing address)

8. REPRESENTATIVE OFFICE FOR BUSINESS DEVELOPMENT IN LATIN AMERICA
(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: MR CLYDE ROBERTS

Office Address: PACE MICRO TECHNOLOGY LATIN AMERICA,

SUITE 221 LOGLEHEAD PLAZA, 14255 US HIGHWAY ONE, JUNO BEACH, USA, Florida, 33408
(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.


(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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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

See attached

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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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. ANTHONY JOHN DIXON - COMPANY SECRETARY

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

Pace Micro Technology plc

Directors

Occupation:	Chief Executive Officer	Non-Executive Chairman	Advanced Technology Director	Operations Director	Finance Director
Name:	Malcolm Mier Miller	Peter William Lloyd Morgan	David Richard Hood	Robert Arthur Fleming	John Howard Dyson
Address:	Winton House The Avenue Rodlett Hertfordshire WD7 7DW England	Cleeves Wydown Rd. Haselmere Surrey GU27 1DT England	Manby Barn Hawkswick Littondale Skipton BD23 5QA England	Brandon Hall Tarn Lane Leeds West Yorkshire LS17 9JQ England	Bodajair Sandford Lane Hurst Berkshire RG11 0SU England
Appointment date	17/11/97	28/03/96	13/12/82	21/11/84	17/11/97

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Pace Micro Technology plc

Directors

Occupation:	Sales & Marketing Director	Engineering Director	Non-Executive Co. Director	Non-Executive Co. Director	Materials Director	Company Secretary
Name:	Stephen Melvin Barnes	Graham K Mitchell	Timothy Malise Curtis	Robert Lambourne	Kurt Risdon	Anthony John Dixon
Address:	14 Duchy Road Harrogate North Yorkshire HG1 2EP England	Badger Hill Hanwith Kirby Malham Skipton BD23 4BP England	Street Farmhouse Vernham Street Nr Andover Hampshire SP77 0EL England	Trees Billy Lane Barnet Green Rednal Midlands England	171 Allerton Road Allerton Bradford West Yorkshire BD15 7AB England	Mallard Cottage 5 Common Road Skipwith North Yorkshire YO8 7SG England
Appointment date	23/05/94	01/01/90	01/05/96	19/06/96	28/03/96	23/06/97

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THE COMPANIES ACT 1985

Company No. 1672847

The Registrar of Companies for England and Wales hereby certifies that

PACE MICRO TECHNOLOGY PLC, (originally called ELDERCLOUD LIMITED, changed its name on 21st June 1983 to PACE SOFTWARE SUPPLIES LIMITED, which was changed on 7th September 1987 to PACE MICRO TECHNOLOGY LIMITED, each change having been made by special resolution) was incorporated under the Companies Acts 1948 to 1981 as a limited company on 20th October 1982, re-registered under the Companies Act 1985 as a public company on 22nd May 1996 to PACE MICRO TECHNOLOGY PLC. *****

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Given at Companies House, Cardiff, the 26th January 1998

P. GARTSIDE
for the Registrar of Companies