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660 East Jefferson Street
Address
Tallahassee, FL 32301 (850)222-1092
City State Zip Phone

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*****70.00 *****70.00

CORPORATION(S) NAME

Calcentre, Inc.

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**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. Cadcentre, 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. 061136974
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. May 24, 1989 5. Perpetual
(Date of incorporation) (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 817.156, F.S.))

7. 10700 Richmond Ave., Suite 300, Houston, Texas 77042

(Current mailing address)

8. To lease software and train people how to use this software.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: C T Corporation System
Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip Code)

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10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System
Victor Alfano
(Registered agent's signature) (Officer)

Victor Alfano/ Asst. Secretary
(Type Name and Title of Officer)

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:

A. DIRECTORS

Chairman: See attached list of directors

Address: _____

Vice Chairman: See attached list of directors

Address: _____

Director: see attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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Treasurer: _____
Address: _____

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

13. Kathleen H. Reed
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Kathleen H. Reed, Vice President
(Typed or printed name and capacity of person signing application)

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CADCENTRE INC.

Corporate Headquarters:

800 Delaware Ave., Suite 610
Wilmington, DE 19801

Accounting Office:

10700 Richmond Ave., Suite 300
Houston, TX 77042

President -

Peter Littleton
800 Delaware Avenue, Suite 610
Wilmington, DE 19801

Vice-President -

Kathleen H. Reed
10700 Richmond Ave., Suite 300
Houston, TX 77042

Director -

Peter Littleton
800 Delaware Avenue, Suite 610
Wilmington, DE 19801

Director -

Kathleen H. Reed
10700 Richmond Ave., Suite 300
Houston, TX 77042

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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CADCENTRE, 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 ELEVENTH DAY OF JUNE, A.D. 1999.

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.

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Edward J. Freel

Edward J. Freel, Secretary of State

2062654 8300

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AUTHENTICATION:

DATE:

9800109

06-11-99