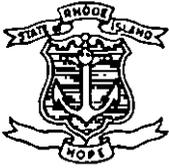


Filing and License Fee: \$310.00 minimum

ID Number: 138710



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State Matthew A. Brown  
Corporations Division  
100 North Main Street  
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY  
(To Be Filed In Duplicate Original)

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the state of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is Indus International, Inc.

2. It is incorporated under the laws of Delaware

3. The name, if different, which it elects to use in Rhode Island is:

(a) If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:

(b) If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:

4. The date of its incorporation is 6/4/1997 and the period of its duration is perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is c/o The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, DE 19801

6. The address of its proposed registered office in Rhode Island is 10 Weybosset Street  
(Street Address, not P.O. Box)

Providence RI 02903 and the name of its proposed registered agent in Rhode Island at  
(City/Town) (Zip Code)

that address is C T Corporation System  
(Name of Agent)

7. The specific purpose or purposes, which it proposes to pursue in the transaction of business in Rhode Island are:

provider of integrated enterprise asset management and supply chain software and products

8. The names and respective addresses of the directors and officers are:

	<u>Name</u>	<u>Address</u>
Director	<u>See attached.</u>	
Director		
President		
Vice President		
Treasurer		
Secretary		

**FILED**  
MAR 15 2004  
By [Signature] 29943-

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value or Statement that Shares are without Par Value
100,000,000	Common Stock		\$0.001
10,000,000	Preferred Stock		\$0.001

10. The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value or Statement that Shares are without Par Value
51,990,666	Common Stock		\$0.001

11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 34,340,000.

(b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ None.

(c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is -0- % [divide (b) by (a) and multiply by 100 to obtain the percentage].

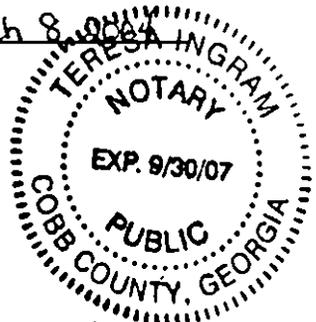
12. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 140,000,000.

(b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 20,000.

(c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is .01 % [divide (b) by (a) and multiply by 100 to obtain the percentage].

13. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation.

Date: March 8, 2004



Indus International, Inc.  
Print Exact Name of Corporation Making Application

By Gregory J. Dukat  
 President or  Vice President (check one)

By JBC AND  
 Secretary or  Assistant Secretary (check one)

STATE OF GEORGIA  
COUNTY OF COBB

In Cobb County, on this 8<sup>th</sup> day of March, 2004, before me personally appeared Gregory J. Dukat who, being duly sworn, declared that he/she is the President & CEO of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements herein contained are true.

Teresa Ingram  
Notary Public  
My Commission Expires: 9/30/07