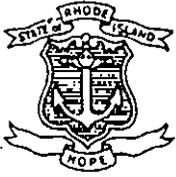


Filing Fee: \$150.00
Licence Fee: \$15.00 minimum (§7-1.1-124)

ID Number: 115017



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
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 Genesis Systems, Inc.
2. It is incorporated under the laws of Pennsylvania
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 August 14, 1987 and the period of its duration is _____

5. The address of its principal office in the state or country under the laws of which it is incorporated is 14 E. Third St., Lewistown, PA 17044

6. The address of its proposed registered office in Rhode Island is 10 Weybossett St.
Providence, RI 02903 and the name of its proposed registered agent in Rhode Island at
(City/Town) (Zip Code)

that address is CT Corporation
(Name of Agent)

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

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

	<u>Name</u>	<u>Address</u>
Director	_____	_____
Director	_____	_____
President	<u>Thomas Reese</u>	<u>Po Box 21, Main St East Waterford, PA 17</u>
Vice President	<u>Gary Feddock</u>	<u>10 Monarch Point, Litz, PA 17543</u>
Treasurer	<u>Richard Huber</u>	<u>1813 Hunters Drive, Mechanicsburg, PA 17050</u>
Secretary	<u>Helen Fisher</u>	<u>1 East Third St, Lewistown, PA 17044</u>

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
50,000	Common	N/A	\$ 1.00 PAR

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
1750	Common	N/A	\$ 1.00 PAR

11 (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 250,000

(b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ -0-

(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 \$ 10,000

(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 \$ -0-

(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 -0- % [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 10/16/00

Genesis Systems, Inc.
Print Exact Name of Corporation Making Application

By Gary Fedak
 President or Vice President (check one)

AND
By Heather Pachkoski
 Secretary or Assistant Secretary (check one)

FILED
OCT 23 2000
EQUID 253,006

STATE OF PENNSYLVANIA
COUNTY OF Dauphin

In Harrisburg Pa, on this 16 day of October, 2000, personally appeared before me Heather Pachkoski who, being by me first duly sworn, declared that he/she is the Assistant Secretary of the corporation and that he/she signed the foregoing document as such officer of the corporation, and that the statements herein contained are true

Notary Public

My Commission Expires

NOTARIAL SEAL
GRACE E. SPITAL, Notary Public
Susquehanna Twp., Dauphin County
My Commission Expires May 9, 2002

Commonwealth of Pennsylvania
Department of State

8754 843



CERTIFICATE OF INCORPORATION

Office of the Secretary of the Commonwealth

To All to Whom These Presents Shall Come, Greeting:

Whereas, Under the provisions of the Laws of the Commonwealth, the Secretary of the Commonwealth is authorized and required to issue a "Certificate of Incorporation" evidencing the incorporation of an entity.

Whereas, The stipulations and conditions of the Law have been fully complied with by

GENESIS SYSTEMS, INC. (A CLOSE CORPORATION)

Therefore, Know Ye, That subject to the Constitution of this Commonwealth, and under the authority of the Laws thereof, I do by these presents, which I have caused to be sealed with the Great Seal of the Commonwealth, declare and certify the creation, erection and incorporation of the above in deed and in law by the name chosen hereinbefore specified.

Such corporation shall have and enjoy and shall be subject to all the powers, duties, requirements, and restrictions, specified and enjoined in and by the applicable laws of this Commonwealth.



Given under my Hand and the Great Seal of the Commonwealth,
at the City of Harrisburg, this 14th day
of August in the year of our
Lord one thousand nine hundred and eighty-seven
and of the Commonwealth the two hundred twelfth

James J. Hoyt
Secretary of the Commonwealth

0987513

