

QUINTUS CORPORATION

84-17233.

NOVEMBER 21, 1984

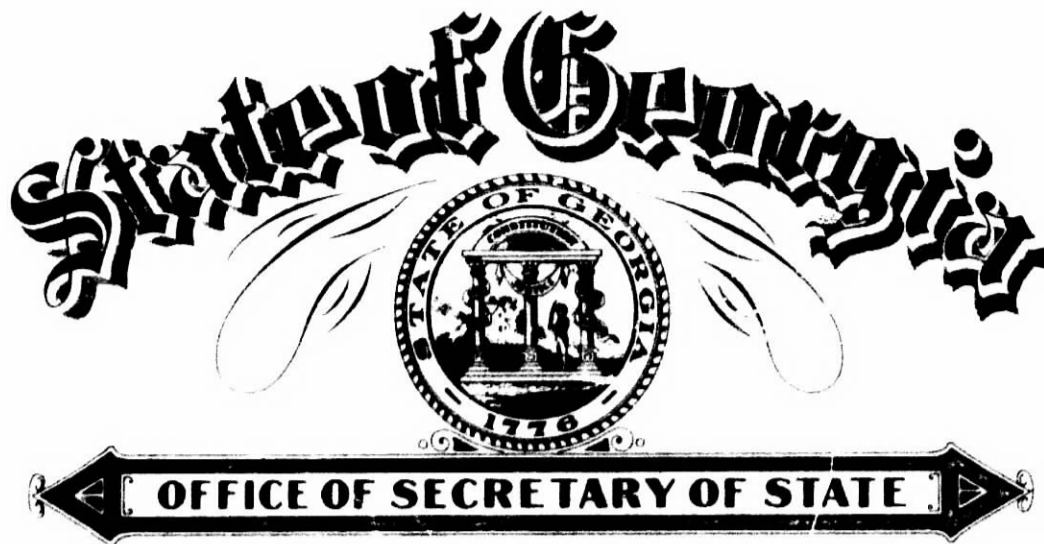
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*I, Max Cleland, Secretary of State of the State of Georgia, do hereby certify that*

"QUINTUS CORPORATION"

has been duly incorporated under the laws of the State of Georgia on the **21st** day of **November**, 19**84**, by the filing of articles of incorporation in the office of the Secretary of State and the fees therefor paid, as provided by law, and that attached hereto is a true copy of said articles of incorporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of my office, at the Capitol in the City of Atlanta, this **21st** day of **November** in the year of **four** Lord One Thousand Nine Hundred and Eighty and of the Independence of the United States **Nine.** of America the Two Hundred and

*Max Cleland*

SECRETARY OF STATE, EX-OFFICIO CORPORATION  
COMMISSIONER OF THE STATE OF GEORGIA

ARTICLES OF INCORPORATIONS

OF

QUINTUS CORPORATION

I.

The name of the Corporation is QUINTUS CORPORATION.

II.

The Corporation is organized pursuant to the provisions of the Georgia Business Corporation Code.

III.

The Corporation shall have perpetual duration.

IV.

The Corporation is organized for the following purpose or purposes:

To operate a real estate investment, construction, management and development company, and without any limitation or restriction on the generality of the foregoing; to buy or otherwise acquire, own, hold, manage, sell, exchange, lease, rent, subdivide, develop, improve, mortgage, pledge, encumber or deal in and dispose of real estate and/or real property or any interest therein for profit or for corporation use purposes and for investment purposes; to erect or cause to be erected on any lands owned, owned as tenant in common with others, owned in part, owned in part through any legal entity or partnership or joint venture, held or occupied by the Corporation, buildings, condominiums, apartments, townhouses, rental units, office buildings, warehouses resort facilities or other structures with their appurtenances and to rebuild en-

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large, alter or improve any buildings or other structures now or hereafter erected on any lands so owned, held or occupied; to mortgage, sell, lease or otherwise dispose of or sell any buildings or other structures, and any stores, shops, suites, rooms or parts of any buildings or other structures at any time owned or held in whole or in part by the Corporation.

To acquire, own interests in and otherwise participate in and exercise ownership rights in joint ventures, partnerships, limited partnerships, trusts, corporations and other entities for any of the business purposes above enumerated and for the furtherance of all Corporate activities.

To buy, sell, own, lease, rent, repair, store, design, manufacture, construct and otherwise deal in personal property of every nature and sort at wholesale and retail, including primarily, but not limited to, dealing in personal property incident to the other businesses of the Corporation.

To borrow money, lend money, buy, sell and guarantee the obligations of others, including acting as guarantor, surety or co-maker of notes of others, and conduct financing, brokerage and discount and factoring business in connection with the foregoing or otherwise.

To engage in and carry on a real estate brokerage and a general brokerage and financial business: including without limitation, to underwrite, subscribe for, buy, sell, pledge, mortgage, hold and otherwise deal in stocks, bonds, obligations, or securities of any private or public corporation, government or municipality, trusts, syndicates, partnerships or individuals and to do any other act or thing permitted by

1 for the preservation, protection, improvement or enhancement of the value of such shares of stock, bonds, securities or other obligations including the right to vote thereon; to promote or assist financially, or otherwise, corporations, syndicates, partnerships, individuals or associations of all kinds and to give any guaranty in connection therewith for the payment of money or for the performance of any obligation or undertaking.

In general, to carry on any other lawful business whatsoever, and to have, enjoy, and exercise all the rights, powers, and privileges which are now or which may hereafter be conferred upon corporations organized under the Georgia Business Corporation Code.

V.

The authorized capital stock of the Corporation shall be \$100,000.00, which shall consist of 10000 shares of \$10.00 common stock, without par value.

VI.

The Corporation shall not commence business until it shall have received not less than Five Hundred Dollars (\$500.00) in payment for the issuance of shares of stock.

VII.

The initial registered office of the Corporation is 3000 Shadowood Parkway N.W., Atlanta, Georgia 30339, located in Cobb County. The initial registered agent of the Corporation is W. E. Keappler, whose written consent to such appointment is attached to these Articles of Incorporation.

VIII.

The number of directors constituting the initial Board of Directors shall be one (1) and the name and address of such member of the initial Board of Directors is:

<u>NAME</u>	<u>ADDRESS</u>
W. E. KEAPPLER	3000 Shadowood Parkway N.W. Atlanta, Georgia 30339

IX.

The name and address of the Incorporator of the Corporation is:

<u>NAME</u>	<u>ADDRESS</u>
W. E. KEAPPLER	3000 Shadowood Parkway N.W. Atlanta, Georgia 30339


X.

The Board of Directors of the Corporation may, from time to time, and at its discretion, distribute a portion of the assets of the Corporation to its shareholders out of the capital surplus of the Corporation.

XI.

The Board of Directors of the Corporation may, from time to time, and at its discretion, cause the Corporation to purchase its own shares to the extent of unreserved and unrestricted capital surplus available for said purchase.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on November 21, 1984

  
\_\_\_\_\_  
W. E. KEAPPLER  
INCORPORATOR

CONSENT TO APPOINTMENT AS REGISTERED AGENT

TO: Max Cleland  
Secretary of State  
Ex-Officio Corporation  
Commissioner  
State of Georgia

I W. E. KEAPPLER

do hereby consent to serve as registered agent for the corporation

QUINTUS CORPORATION

This \_\_\_\_\_ day of \_\_\_\_\_, 1984.

  
W. E. KEAPPLER

Address of registered agent

3000 Shadowood Parkway N.W.

Atlanta, Georgia 30339

# State of Georgia



*I, Max Cleland, Secretary of State of the State of Georgia, do hereby certify that*

based on a diligent search of the records on file in this office, I find that the name of the following proposed domestic corporation to wit

"QUINTUS CORPORATION "

is not identical with or confusingly similar to the name of any other existing domestic or domesticated or foreign corporation registered in the records on file in this office or to the name of any other proposed domestic or domesticated, or foreign corporation as shown by a certificate of the Secretary of State heretofore issued and presently effective.

This certificate is in full force and effective for a period of 4 calendar months from date of issuance. After such period of time, this certificate is void



In TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of my office, at the Capitol, in the City of Atlanta, this  
30th day of October, in the year of our Lord  
One Thousand Nine Hundred and Eighty Four and  
of the Independence of the United States of America the Two  
Hundred and  
Nine.

*Max Cleland*

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SECRETARY OF STATE, EX-OFFICIO CORPORATION  
COMMISSIONER OF THE STATE OF GEORGIA