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STATE OF CALIFORNIA
BUSINESS, TRANSPORTATION AND HOUSING AGENCY
DEPARTMENT OF CORPORATIONS

TO: James R. Wolcott, Founder and President
931 Benicia Avenue
Sunnyvale, CA 94086

Brooke D. Wagner, Vice President
6532 Whispering Pines Drive
San Jose, CA 95120

Managemark, Inc.
(formerly On The Go Software, Inc.)
(formerly Global Expense Management, Inc.)
395 Java Drive
Sunnyvale, CA 94089

DESIST AND REFRAIN ORDER

The California Corporations Commissioner finds that:

1. James R. Wolcott is self identified or described as the Founder, President and Executive Vice President of Managemark, Inc.

2. Brooke D. Wagner is self identified or described as the Vice President, Finance and Administration of Managemark, Inc.

3. Managemark, Inc. is a California corporation, located at 395 Java Drive, Sunnyvale, California 94089, with an Internet website located at www.Managemark.com. Managemark, Inc. was formerly known as On The Go Software, Inc., a California corporation, which was formerly known as Global Expense Management, Inc. The California Secretary of State's Office suspended the corporate powers of Managemark, Inc. on June 1, 2001.

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