2010-000051

FILEONE, INC.
SOFTWARE SERVICE AGREEMENT

THIS SOFTWARE SERVICE AGREEMENT ("Agreement") is made effective as of the date set forth below, by and between FileONE, Inc. ("FileONE"), a North Carolina corporation, with Federal Identification Number **56-2137429** , having its principal offices at 5520 Dillard Drive, Suite 280, Cary, NC, acting through its President, Robert Sydnor and the Department of State of Puerto Rico ("Customer"), with Corporate Social Security Number, 660-43-3481, acting through its Secretary, the Hon. Kenneth D. McClintock, of legal age, married and resident of San Juan, Puerto Rico, with an address of P.O. Box 9023271, San Juan, PR 00902-3271.

RECITALS:

A.   WHEREAS, FileONE is specialized in offering business services filing systems to Secretary of State offices throughout the United States, including, but not limited to Uniform Commercial Code Registration, Business Entity Registration and, Trademark Registration.

B.   WHEREAS, The Customer is authorized to enter this Agreement by Law No. 101 of July 12, 2002, 3 PR Stats Ann §53(14).

C.   WHEREAS, Customer desires to access and use certain of FileONE proprietary SystemWORKS™ software, as described on Attachment 1 (the "Hosted Software" or "Software", as further defined below).

D.   WHEREAS, FileONE has agreed to provide such access and services, subject to the terms and conditions of this Agreement.

NOW, THEREFORE, in consideration of the foregoing recitals and the mutual representations, warranties, covenants and agreements set forth below, the parties hereby agree as follows:

GENERAL TERMS

ARTICLE I
HOSTED SOFTWARE ACCESS

1.1   Hosted Software.   In consideration and exchange for the applicable SystemWorks Transaction Fees as set forth on Attachment 2, which shall be collected directly by FileONE for the utilization of the Service (as defined below) by the Customer and other third parties, FileONE hereby grants Customer access to FileONE's software located on FileONE's hosted servers ("Hosted Software" or "Software").   Customer shall only access the Hosted Software for the purpose of managing Customer's business filing services related to FileONE Business Entity modules, as defined in this Agreement or its attachments, and for no other purpose. Hosted Software will be available through the Puerto Rico Government's portal, www.gobierno.pr, or any other portal the Customer or the Government sets up for that purpose. Hosted Software will be available in English and Spanish. At Customer's direction, FileONE shall edit the Hosted Software for any of the wording or language associated with the public facing web site but in no event shall FileONE be required to edit any wording or language associated with the Customer internal user interface.