

United States Bankruptcy Court
Western District of Texas - Austin

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle):
K2 Systems Group

Name of Joint Debtor (Spouse) (Last, First, Middle):

All Other Names used by the Debtor in the last 8 years
(include married, maiden, and trade names):

All Other Names used by the Joint Debtor in the last 8 years
(include married, maiden, and trade names):

Last four digits of Soc. Sec./Complete EIN or other Tax ID No. (if more than one, state all)
72-1539441

Last four digits of Soc. Sec./Complete EIN or other Tax ID No. (if more than one, state all)

Street Address of Debtor (No. & Street, City, and State):
110 N. IH 35
Suite 315, #408
Round Rock, TX
ZIP Code: 78681

Street Address of Joint Debtor (No. & Street, City, and State):
ZIP Code

County of Residence or of the Principal Place of Business:
Williamson

County of Residence or of the Principal Place of Business:

Mailing Address of Debtor (if different from street address):
ZIP Code

Mailing Address of Joint Debtor (if different from street address):
ZIP Code

Location of Principal Assets of Business Debtor (if different from street address above):
Also at
208 Industrial Blvd.
Forney, TX 75126

Type of Debtor (Form of Organization) (Check one box)
[] Individual (includes Joint Debtors)
[X] Corporation (includes LLC and LLP)
[] Partnership
[] Other (If debtor is not one of the above entities, check this box and provide the information requested below.)
State type of entity:

Nature of Business (Check all applicable boxes.)
[] Health Care Business
[] Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B)
[] Railroad
[] Stockbroker
[] Commodity Broker
[] Clearing Bank
[] Nonprofit Organization qualified under 26 U.S.C. § 501(c)(3)

Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box)
[] Chapter 7 [X] Chapter 11 [] Chapter 15 Petition for Recognition of a Foreign Main Proceeding
[] Chapter 9 [] Chapter 12 [] Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding
[] Chapter 13

Nature of Debts (Check one box)
[] Consumer/Non-Business [X] Business

Filing Fee (Check one box)
[X] Full Filing Fee attached
[] Filing Fee to be paid in installments (Applicable to individuals only) Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.
[] Filing Fee waiver requested (Applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.

Chapter 11 Debtors
Check one box:
[] Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D).
[X] Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).
Check if:
[] Debtor's aggregate noncontingent liquidated debts owed to non-insiders or affiliates are less than \$2 million.

Statistical/Administrative Information
[X] Debtor estimates that funds will be available for distribution to unsecured creditors.
[] Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.

THIS SPACE IS FOR COURT USE ONLY

Table with 10 columns: Estimated Number of Creditors. Rows for ranges: 1-49, 50-99, 100-199, 200-999, 1000-5000, 5001-10000, 10001-25000, 25001-50000, 50001-100000, OVER 100000. Selection: 50-99.

Table with 9 columns: Estimated Assets. Rows for ranges: \$0 to \$50,000, \$50,001 to \$100,000, \$100,001 to \$500,000, \$500,001 to \$1 million, \$1,000,001 to \$10 million, \$10,000,001 to \$50 million, \$50,000,001 to \$100 million, More than \$100 million. Selection: \$100,001 to \$500,000.

Table with 9 columns: Estimated Debts. Rows for ranges: \$0 to \$50,000, \$50,001 to \$100,000, \$100,001 to \$500,000, \$500,001 to \$1 million, \$1,000,001 to \$10 million, \$10,000,001 to \$50 million, \$50,000,001 to \$100 million, More than \$100 million. Selection: \$0 to \$50,000.

Voluntary Petition
(This page must be completed and filed in every case)

Name of Debtor(s):
K2 Systems Group

Signatures

Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.
[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.
[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by §342(b) of the Bankruptcy Code.
I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by §1515 of title 11 are attached.

Pursuant to §1511 of title 11, United States Code, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____
Signature of Foreign Representative

Printed Name of Foreign Representative

Date

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19B is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

Address

X _____
Date

Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose social security number is provided above.

Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. §110; 18 U.S.C. §156.

Signature of Attorney

X /s/ Lynn Hamilton Butler
Signature of Attorney for Debtor(s)

Lynn Hamilton Butler 03527350
Printed Name of Attorney for Debtor(s)

Brown McCarroll, L.L.P.
Firm Name

111 Congress Ave., Suite 1400
Austin, TX 78701

Address

512-472-5456 Fax: 512-479-1101
Telephone Number

July 7, 2006
Date

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.
The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X /s/ Timothy J. Baechle
Signature of Authorized Individual

Timothy J. Baechle
Printed Name of Authorized Individual

President & CEO
Title of Authorized Individual

July 7, 2006
Date

**United States Bankruptcy Court
Western District of Texas - Austin**

In re **K2 Systems Group** Debtor(s)

Case No. _____
Chapter **11**

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, indicate that by stating "a minor child" and do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
4X Corporation d/b/a Success 4RealAgents c/o George A. Minski Roth, Russo & Katsman, LLP 18851 N.E. 29th Ave., Ste. 900 Aventura, FL 33180	4X Corporation d/b/a Success 4RealAgents c/o George A. Minski Roth, Russo & Katsman, LLP Aventura, FL 33180			Unknown
Accent Photo Imaging c/o Jim D. Fender 22809 E. Alamo Lane Aurora, CO 80015-6670	Accent Photo Imaging c/o Jim D. Fender 22809 E. Alamo Lane Aurora, CO 80015-6670			Unknown
Access U, Inc. d/b/a Master Terminal Attn: Mr. Steve Anderson 8683 Hayden Place Culver City, CA 90232	Access U, Inc. d/b/a Master Terminal Attn: Mr. Steve Anderson 8683 Hayden Place Culver City, CA 90232			Unknown
Admiral Products, Inc. c/o Wayne J. Belock Signature Square II 25101 Chagrin Blvd., Ste. 350 Cleveland, OH 44122-5687	Admiral Products, Inc. c/o Wayne J. Belock Signature Square II Cleveland, OH 44122-5687			Unknown
America Print, Inc. c/o Tom Murphy 4807 Spicewood Springs Rd. Austin, TX 78759	America Print, Inc. c/o Tom Murphy 4807 Spicewood Springs Rd. Austin, TX 78759			Unknown
Anderson Direct c/o John D. Alessio, LLP 2550 Fifth Ave., Ste. 550 San Diego, CA 92103	Anderson Direct c/o John D. Alessio, LLP 2550 Fifth Ave., Ste. 550 San Diego, CA 92103			Unknown
Anro, Inc. c/o Marc. H. Jaffe 919 Conestoga Rd., Building 2 Bryn Mawr, PA 19010	Anro, Inc. c/o Marc. H. Jaffe 919 Conestoga Rd., Building 2 Bryn Mawr, PA 19010			Unknown

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS
(Continuation Sheet)

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
ARGA Personalized Document Solutions c/o Christopher J. Weber The Colonade 1 9901 West I-10, Ste. 165 San Antonio, TX 78230	ARGA Personalized Document Solutions c/o Christopher J. Weber The Colonade 1 San Antonio, TX 78230			Unknown
Bank Printing, Inc. c/o Charles P. Steinbauer 302 South Sixth Street P.O. box 411 Brainerd, MN 56401	Bank Printing, Inc. c/o Charles P. Steinbauer 302 South Sixth Street Brainerd, MN 56401			Unknown
Barone Offset Printing Corp. c/o Steven Troup Tarter, Krinsky & Drogin, LLP 470 Park Ave SO., 14th Floor New York, NY 10016	Barone Offset Printing Corp. c/o Steven Troup Tarter, Krinsky & Drogin, LLP New York, NY 10016			Unknown
Bill Troutman & George Reis c/o Helen Ruth Harwell Weaver, Bennett & Bland, P.A. P.O. Box 2570 Matthews, NC 28106	Bill Troutman & George Reis c/o Helen Ruth Harwell Weaver, Bennett & Bland, P.A. Matthews, NC 28106			Unknown
Brooks Litho and Digital Group, Inc. R. Scott Placek 203 East Main St., Suite 103 Round Rock, TX 78664	Brooks Litho and Digital Group, Inc. R. Scott Placek 203 East Main St., Suite 103 Round Rock, TX 78664			Unknown
Capital Spectrum, L.P. c/o Karen Bartoletti Graves, Dougherty, Hearon & Moody P.O. Box 98 Austin, TX 78767	Capital Spectrum, L.P. c/o Karen Bartoletti Graves, Dougherty, Hearon & Moody Austin, TX 78767			Unknown
Capital Well Service c/o Karen Bartoletti Graves, Dougherty, Hearon & Moody P.O. Box 98 Austin, TX 78767	Capital Well Service c/o Karen Bartoletti Graves, Dougherty, Hearon & Moody Austin, TX 78767			Unknown
Cardphile c/o Ted M. Miller 1805 N. W. Gilson Street Portland, OR 97209	Cardphile c/o Ted M. Miller 1805 N. W. Gilson Street Portland, OR 97209			Unknown
Chad Sims Prima Printing Indulgence 1425 Dutch Valley Place Atlanta, GA 30324	Chad Sims Prima Printing Indulgence 1425 Dutch Valley Place Atlanta, GA 30324			Unknown

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS
(Continuation Sheet)

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
Color 24 c/o Warren E. Avis, Jr. 125 Worth Ave., Ste. 203 Palm Beach, FL 33480	Color 24 c/o Warren E. Avis, Jr. 125 Worth Ave., Ste. 203 Palm Beach, FL 33480			Unknown
Colorado Printing c/o Jerry B. Thompkins & Jodie L. Behrman Traylor, Tompkins, Black & Gaty, P.C. 751 Horizon Court, Ste. 200 Grand Junction, CO 81506	Colorado Printing c/o Jerry B. Thompkins & Jodie L. Behrman Traylor, Tompkins, Black & Gaty, P.C. Grand Junction, CO 81506			Unknown
Corporate Enhancement Group, Inc. c/o Kim Rhoads 8600 E. Anderson Scottsdale, AZ 85255	Corporate Enhancement Group, Inc. c/o Kim Rhoads 8600 E. Anderson Scottsdale, AZ 85255			Unknown
EGL	EGL	Shipping Charges/Over Charges		20,000.00

**DECLARATION UNDER PENALTY OF PERJURY
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, the President & CEO of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date **July 7, 2006**Signature **/s/ Timothy J. Baechle**
Timothy J. Baechle
President & CEO

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.

**United States Bankruptcy Court
Western District of Texas - Austin**

In re **K2 Systems Group** _____

Debtor(s)

Case No. _____
Chapter

11

VERIFICATION OF CREDITOR MATRIX

I, the President & CEO of the corporation named as the debtor in this case, hereby verify that the attached list of creditors is true and correct to the best of my knowledge.

Date: **July 7, 2006** _____

/s/ Timothy J. Baechle _____

Timothy J. Baechle/President & CEO
Signer/Title

4X Corporation d/b/a Success 4RealAgents
c/o George A. Minski
Roth, Russo & Katsman, LLP
18851 N.E. 29th Ave., Ste. 900
Aventura, FL 33180

Accent Photo Imaging
c/o Jim D. Fender
22809 E. Alamo Lane
Aurora, CO 80015-6670

Access U, Inc. d/b/a Master Terminal
Attn: Mr. Steve Anderson
8683 Hayden Place
Culver City, CA 90232

Admiral Products, Inc.
c/o Wayne J. Belock
Signature Square II
25101 Chagrin Blvd., Ste. 350
Cleveland, OH 44122-5687

America Print, Inc.
c/o Tom Murphy
4807 Spicewood Springs Rd.
Austin, TX 78759

Anderson Direct
c/o John D. Alessio, LLP
2550 Fifth Ave., Ste. 550
San Diego, CA 92103

Anro, Inc.
c/o Marc. H. Jaffe
919 Conestoga Rd., Building 2
Bryn Mawr, PA 19010

ARGA Personalized Document Solutions
c/o Christopher J. Weber
The Colonade 1
9901 West I-10, Ste. 165
San Antonio, TX 78230

Bank Printing, Inc.
c/o Charles P. Steinbauer
302 South Sixth Street
P.O. box 411
Brainerd, MN 56401

Barone Offset Printing Corp.
c/o Steven Troup
Tarter, Krinsky & Drogin, LLP
470 Park Ave SO., 14th Floor
New York, NY 10016

Bill Troutman & George Reis
c/o Helen Ruth Harwell
Weaver, Bennett & Bland, P.A.
P.O. Box 2570
Matthews, NC 28106

Brooks Litho and Digital Group, Inc.
R. Scott Placek
203 East Main St., Suite 103
Round Rock, TX 78664

Capital Spectrum, L.P.
c/o Karen Bartoletti
Graves, Dougherty, Hearon & Moody
P.O. Box 98
Austin, TX 78767

Capital Well Service
c/o Karen Bartoletti
Graves, Dougherty, Hearon & Moody
P.O. Box 98
Austin, TX 78767

Cardphile
c/o Ted M. Miller
1805 N. W. Gilson Street
Portland, OR 97209

Chad Sims
Prima Printing Indulgence
1425 Dutch Valley Place
Atlanta, GA 30324

Color 24
c/o Warren E. Avis, Jr.
125 Worth Ave., Ste. 203
Palm Beach, FL 33480

Colorado Printing
c/o Jerry B. Thompkins & Jodie L. Behrman
Traylor, Tompkins, Black & Gaty, P.C.
751 Horizon Court, Ste. 200
Grand Junction, CO 81506

Corporate Enhancement Group, Inc.
c/o Kim Rhoads
8600 E. Anderson
Scottsdale, AZ 85255

Creative Resources, Inc.
c/o Bradley K. De Jong
121 Albany Ave., NE
P.O. Box 405
Orange City, IA 51041

CST Enterprises, Inc.
c/o R. Scott Placek & Michael Knisley
203 East Main St., Ste 103
Round Rock, TX 78664

D. Scott Heselmeyer
The Law Offices of John Thomas Izzo, P.C.
603 S. Mays
Round Rock, TX 78664

Dan Thurlow
Colorado Printing Co.
6420 South 12th Street
Grand Junction, CO 81501

David Pesnell
2100 Kramer Lane, Ste 100
Austin, TX 78758

Day International, Inc.
c/o Geoffrey C. Price
6010 Balcones Drive, 1st Floor
Austin, TX 78731

Digital Axis, Inc.
c/o Frank A. Dvorak
3000 N. 2nd Street
Minneapolis, MN 55411

Digital Pre-Press International
c/o George King
King, King & Fishleder
555 12th Street, Ste. 1440
Oakland, CA 94607

Digital Xpress
c/o Bruce J. Ackerman
Shapiro & Croland
411 Hackensack Ave., 6th Floor
Hackensack, NJ 07601

Direct Response Imaging, LLC
c/o James Lee, Jr.
1300 Capitol Center
9191 Congress Ave.
Austin, TX 78701

Dru Jeanus
Pure Postcards, Inc.
1227 S. Lincoln Avenue
Clearwater, FL 33756

Drummond Printing
c/o Nick Bhakta
Kuhn, Doyle & Kuhn, P.C.
603 West 8th Street
Austin, TX 78701-2728

Eagle Global Logistics
c/o Paula Beal - Claims Coordinator
Guest and Associates, P.C.
P.O. Box 696
De Kalb, TX 75559

Eagle Printing Equipment, Inc.
c/o Garrett Parks
Greenberg, Grant and Richards, Inc.
5858 Westheimer, Ste. 500
Houston, TX 77057

EGL

Federal Express Corporation
c/o Craig J. Luffy
2501 Cedar Springs, Ste. 500
Dallas, TX 75201-1431

Genesis Graphics, Inc.
237 3rd St. SW
Box 36
Blooming Prairie, MN 55917

George Reis
5312 Aryshire Drive
Dublin, OH 43017

GLM Industrial Knife
Attn: Gary Meyer
3660 Green Way
Maineville, OH 45039

Greentree Transportation
c/o Craig J. Luffy
D. Woodard Glenn, P.C.
2626 Cole Ave., Suite 510
Dallas, TX 75204

Gutenberg Press Limited
c/o John H. Gilliam
2219 Westlake Drive, 2nd Floor, Ste. 200
Austin, TX 78746

Honblue
c/o Christopher J. Weber, LLC
The Colonade 1
9901 West IH-10, Ste. 165
San Antonio, TX 78230-2252

Hudson Printing Company
c/o Douglas L. Perry
1200 Eagle Gate Tower
60 East South Temple
Salt Lake City, UT 84111

Image Reproductions, Inc.
Attn: Greg Wood
2020 Century Center Blvd., Ste. 200
Irving, TX 75062

Imatrix, Inc.
c/o Sandy Lam
Lam & Associates
111 North Atlantic Blvd., Ste. 102
Monterey Park, CA 91754

Independent Graphic Services, Inc.
c/o Steven Beley
Collins & Basinger, P.C.
5400 LBJ Freeway, Ste. 525
Dallas, TX 75240

Indexx, Inc.
c/o R. Scott Placek
Arnold & Placek, P.C.
203 E. Main Street, Ste. 201
Round Rock, TX 78664

Internal Revenue Service
Special Procedures
Stop 5022 AUS
300 East 8th Street
Austin, TX 78701

ISGO Photo Lab, Inc.
c/o Gregory L. Torres
Knapp Petersen & Clarke
500 North Brand Blvd., 20th Floor
Glendale, CA 91203-1904

J.P. Flash Printing, Inc.
c/o D. Brennan Hussey
Hubley, Marcotte, Rhodes & Hussey
610 Marshall Street, Ste. 700
Shreveport, LA 71101-5335

Jungle Digital Imaging
c/o Jaboc Schwarz
245 Lytton Ave., Ste. 200
Palo Alto, CA 94301-1426

Leo Graphic Design Creative Services
Attn: Christopher J. Leo
2942 Scott Blvd.
Santa Clara, CA 95054

Lexinet Corporation
c/o W. Robert Alderson
Alderson, Alderson, Weiler, Conklin
P.O. Box 237
Topeka, KS 66601-0237

MPrint USA
c/o Matthew A. Fiscus
3100 Grant Building
220 Grant Street
Pittsburgh, PA 15219

N. Alex Bickely
100 N. Central Expwy, Ste. 1100
Dallas, TX 75201

Ocazzio, Inc.
c/o David Jones
Huggins, Allen, Anderson & Jones, LLP
3525 Walton Way Ext.
Augusta, GA 30909

Oregon Laminations
c/o Ralpho H. Schlegal
544 Ferry St., SE, Suite 2
P.O. Box 2205
Salem, OR 97308-2205

Prima Printing Indulgence
Attn: Chad Sims
1425 Dutch Valley Place
Atlanta, GA 30324

Principal Financial Group
Attn: Elizabeth Happe
711 High Street
Des Moines, IA 50392

Proven Direct, Inc.
c/o Scott Grady
Crossroads Corporate Center
20800 Swenson Drive, Ste. 475
Waukesha, WI 53186

Pure Postcards, Inc.
c/o Alex Bickley
1401 Elm St., Suite 2800
Dallas, TX 75244

Ralph Lee Mittman & Raquel A. Mittman
c/o Jeffrey A. Agnew
1002 "D" Street
P.O. Box 1453
Ramona, CA 92065

RiverPoint Media Group, Inc.
c/o Richard Post
150 Eva St.
Saint Paul, MN 55107

See Work Order List Attached

South Data, Inc.
c/o R. Scott Placek & Michael Knisley
203 East Main St., Ste. 103
Round Rock, TX 78664

Strine Printing Company, Inc.
c/o Charles B. Calkins
Griffith, Strickler, Lerman, Solymos & C
110 S. Northern Way
York, PA 17402-3737

Sun Printing
c/o Richard E. Lackey
1459 Amelia St., N.E.
P.O. Drawer 329
Orangeburg, SC 29116-0329

TAFD, Inc.
c/o Richard J. Guiliani
235 South 8th Street
Washington West Building
Philadelphia, PA 13106-3593

Texas Comptroller
Carole Keeton Strayhorn
P.O. Box 13528
Austin, TX 78711-3528

Texas Workforce Commission
Tax-Collections
101 E. 15th Street
Austin, TX 78778-0001

The Sports Section, Inc.
c/o P. Brian Campbell
2180 Satellite Blvd., Ste. 4000
Duluth, GA 30097

Tim Baechle
K2 Systems Group
110 N. IH-35
Suite 315, #408
Round Rock, TX 78681

Titan Graphics, Inc.
Attn: Rabin Palit
9725 East 46th Place
Tulsa, OK 74146

UIT, Inc.
Attn: Donald Buick
11154 Huron, Ste. 210
Northglenn, CO 80234

West Texas Printing Company
c/o Austin C. Evans
Heirsche, Hayward, Drakeley & Urbach
15303 Dallas Parkway, Ste. 700
Addison, TX 75001

William B. Troutman
2318 Crown Centre Drive
Charlotte, NC 28227

Williamson County Tax Assessor
904 South Main
Georgetown, TX 78626

Winston Printing Company, Inc.
c/o Susan M. Clapp
Blanco, Tackabery, Combs & Matamoros
P.O. Drawer 25008
Winston Salem, NC 27114-5008

XLC Corp.
Attn: Darrell Lucente
2725 S County Trail
East Greenwich, RI 02818

CERTIFICATE OF RESOLUTION

I, Timothy J. Baechle, President and Chief Executive Officer Of K2 Systems Group Corporation, a corporation duly organized and created under the laws of the State of Delaware (the "Company") do hereby certify as follows:

1. I am the duly elected and qualified director of the Board of Directors (as defined below), and I am familiar with the facts herein certified and am duly authorized to certify the same.

2. The Company's Certificate of Incorporation duly filed with the Secretary of State of the State of Delaware on October 29, 2002 (the "Certificate"), remains in full force, no actions having been passed by the Board of Directors (the "Directors") or the stockholders of the Company to effect or authorize any amendment or other modifications to the Certificate.

3. The Bylaws of the Company were duly adopted by resolution of the Directors (the "Bylaws") in accordance with the laws of the State of Delaware and remain in full force and effect as of this date.

4. On June 28, 2006 at 4:00 p.m. CT, I called a meeting of the Board of Directors of the Company for the purpose of determining whether circumstances made it necessary and desirable for the Company to voluntarily commence proceedings for relief under Chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101, *et seq.* (as amended, the "Bankruptcy Code").

5. At such duly noticed, called and convened Meeting of the Board at which a quorum was present: the undersigned was duly elected by a majority vote of the Board of Directors, the same being all of the then present and voting Directors, to act on behalf of the

Company; the following resolutions were duly and legally adopted by a majority vote of such then present and voting Directors; and such resolutions have not been amended or rescinded and are now in full force and effect:

RESOLVED that the filing of a Chapter 11 Petition on behalf of the Company is hereby authorized and directed and it is further directed that Timothy J. Baechle, President and Chief Executive Officer of the Company be, and hereby is, authorized by the Board, without the need for any further action by the Board, to execute any and all documents necessary to effect the filing of said Chapter 11 proceeding;

RESOLVED that in connection with Mr. Baechle's exercise of his authority in commencing such a Chapter 11 case under the Bankruptcy Code, he is authorized and directed to: (a) execute and deliver all documents necessary to perfect the filing of a Chapter 11 voluntary bankruptcy case on behalf of the Company; (b) appear in all bankruptcy proceedings on behalf of the Company, and otherwise do and perform all acts and deeds, and execute and deliver all necessary documents on behalf of the Company in connection with such a Chapter 11 bankruptcy case; (c) employ the firm of Brown McCarroll, LLP, 111 Congress Avenue, Suite 1400, Austin, Texas 78701, to prepare and file a Petition pursuant to Chapter 11 of the Bankruptcy Code, to represent the Company as counsel in such bankruptcy case and in related matters pertaining to the Company's actions as the Debtor in Possession therein, and in connection therewith, to remit to Brown McCarroll a retainer in the amounts specified

pursuant to terms of that certain letter agreement defining the scope of Brown McCarroll's engagement into which the Company and Brown McCarroll have previously entered; and (d) to take all such other steps as are reasonably necessary, in light of attendant circumstances, to accomplish the expeditious commencement of such a Chapter 11 case;


RESOLVED that the execution by Mr. Baechle of any document authorized by these resolutions, or any document executed in the accomplishment of any action or actions so authorized, shall become upon delivery the enforceable and binding act and obligation of the Company, without the necessity of the signature or attestation of any other Officer or the affixing of the corporate seal;

RESOLVED that all acts, transactions or agreements undertaken prior to the adoption of these resolutions by Mr. Baechle or representatives of the Company in its name and on its behalf, in connection with the foregoing matters, are ratified, confirmed and adopted by the Company; and

RESOLVED that the duly elected and qualified Secretary of the Corporation is hereby authorized and directed to certify to, *inter alia*, the United States Bankruptcy Court any of the matters set forth in these resolutions.

DATED this 28th day of JUNE, 2006.

K2 SYSTEMS GROUP CORPORATION


By: _____
Name: Timothy J. Baechle
Title: President & Chief Executive Officer