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July 6, 2000

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VIA FEDERAL EXPRESS

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

In re: SVI America Corporation
Our File No. 21492-001

Dear Madam or Sir:

In connection with qualifying SVI America Corporation (the "Company") to transact business in Florida, I am enclosing (i) a Transmittal Letter, (ii) our Firm's check for \$87.50 for the filing fee, a certificate of status and a certified copy, (iii) an original and one copy of an Application by Foreign Corporation for Authorization to Transact Business in Florida and (iv) a Short Form Subsisting Certificate issued for the Company by the New York State Department of State.

Please file the application and send a Certificate of Status and Certified Copy to me.

If you have any questions, please call me.

Very truly yours,



Barbara J. Omerod
Paralegal
For the Firm

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TALLAHASSEE, FLORIDA
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Enclosures

cc: Ms. Maria Sabino (w/o Enclosures)

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: SVI America Corporation
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Barbara J. Omerod, Paralegal
(Name of Person)
Kennedy Covington Lobdell & Hickman, L.L.P.
(Firm/Company)
Bank of America Corporate Center, Suite 4200
100 N. Tryon Street
(Address)
Charlotte, NC 28202-4006
(City/State/Zip)

SECRET
TALLAHASSEE, FLORIDA
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Should you need to call someone concerning this matter, please call:

Barbara J. Omerod at (704) 331-7407
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. SVI America Corporation
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. New York 3. 13-3634929
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. October 9, 1991 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. upon qualification
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 15800 John J. Delaney Drive, Suite 250
Charlotte, NC 28277
(Current mailing address)

8. Computer consulting and any other lawful business or activity
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Corporation Service Company

Office Address: 1201 Hayes Street

Tallahassee, Florida, 32301-2607
(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Sonya L. Cordell, auth rep
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: See Addendum A attached for a list of the Directors

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Danilo De Jesus

Address: 15800 John J. Delaney Drive, Suite 250

Charlotte, North Carolina 28277

Vice President: Ramon Sicam

Address: 15800 John J. Delaney Drive, Suite 250

Charlotte, North Carolina 28277

Secretary: Ma. Jose Fina Reyes

Address: 6/F JMT Corporate Condominium

ADB Ave., Ortigas Center, Pasig, Metro Manila, Philippines 1600

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Ramon Sicam, Vice President

(Typed or printed name and capacity of person signing application)

Addendum A

| <u>Board of Directors</u> | <u>Name</u> | <u>Address</u> | <u>City/State/Zip</u> |
|---------------------------|--------------------|---|---|
| Chairman | Gil Guanio | 6/F JMT Corporate Condominium, ADB Ave., Ortigas Center | Pasig, Metro Manila Philippines 1600 |
| Vice-Chairman | Renato Quizon | 6/F JMT Corporate Condominium, ADB Ave., Ortigas Center | Pasig, Metro Manila Philippines 1600 |
| Director | Danilo De Jesus | 15800 John J. Delaney Dr. Suite 250 | Charlotte, NC 28277 |
| Director | Ramon Sicam | 15800 John J. Delaney Dr. Suite 250 | Charlotte, NC 28277 |
| Director | Ma. Josefina Reyes | 6/F JMT Corporate Condominium, ADB Ave., Ortigas Center | Pasig, Metro Manila Philippines 1600 |
| Director | Lucila Flores | 8215 SW Tualatin-Sherwood Rd., Suite 200 | Tualatin, OR 97062 |

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FILED

**State of New York } ss:
Department of State**

I hereby certify, that the Certificate of Incorporation of SVI AMERICA CORPORATION was filed on 10/09/1991, under the name of GLOBAL INFORMATION RESOURCES CORPORATION, with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

A Certificate of Amendment GLOBAL INFORMATION RESOURCES CORPORATION, changing its name to SVI AMERICA CORPORATION, was filed 12/18/1997.

The Biennial Statement is past due.



*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 30th day of May
two thousand.*

J. Leish
Special Deputy Secretary of State

STATE OF NEW YORK
DEPARTMENT OF STATE
JUL 10 1997
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