

Please file and



THE UNITED STATES
CORPORATION
COMPANY

F00000005222

ACCOUNT NO. : 072100000032
REFERENCE : 833954 4311639
AUTHORIZATION : *Patricia Pygott*
COST LIMIT : \$ 78.75

ORDER DATE : September 18, 2000
ORDER TIME : 12:22 PM
ORDER NO. : 833954-010
CUSTOMER NO: 4311639

FILED
00 SEP 18 PM 5:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CUSTOMER: Mary Lee Liggett, Legal Asst
Akerman Senterfitt & Eidson
One Southeast Third Avenue
28th Floor
Miami, FL 33131-1714

FOREIGN FILINGS

5

NAME: MIRACLE DATA CORPORATION

900A00049272 100003396381--9

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY

CONTACT PERSON: Susie Knight EXT: 1156

RECEIVED
00 SEP 18 PM 1:53
DIVISION OF CORPORATION

BR

WRITTEN CONSENT OF THE SOLE DIRECTOR
OF
MIRACLE DATA CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being the Sole Director of Miracle Data Corporation, a Florida corporation (the "Corporation"), acting pursuant to the provisions of Section 607.0821 of the Florida Business Corporation Act, does hereby take the following actions:

RESOLVED, that the following, constituting a plan of dissolution and complete liquidation of the Corporation ("Plan"), be, and hereby is, approved and adopted:

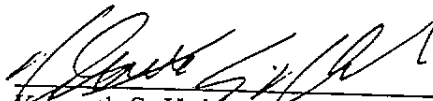
(a) Such dissolution of the Corporation shall proceed pursuant to Sections 607.1402 and 607.1403 of the Florida Business Corporation Act (the "Act").

(b) The officers of the Corporation are authorized, pursuant to Section 607.1403 of the Act, to file with the Department of State of Florida such forms as deemed necessary and proper to accomplish such dissolution of the Corporation and pursuant to Section 607.1405 of the Act, shall not thereafter carry on any business, except to wind up and liquidate the Corporation's business and affairs, including, but not necessarily limited to, collecting the Corporation's assets, disposing of those of its assets not to be distributed in kind to the shareholders, discharging or making provision for discharging the Corporation's liabilities, and distributing the remaining assets to the shareholders.

RESOLVED, that officers of the Corporation be, and each of them hereby is, authorized and directed to take all such actions and execute all such documents as he or she deems necessary to effectuate the foregoing Plan.

FURTHER RESOLVED, that the Sole Director has no intention of revoking the Plan.

IN WITNESS WHEREOF, the undersigned has executed this Written Consent this 15th day of September, 2000.


Kenneth S. Kolm
Sole Director

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. Miracle Data Corporation

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" 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. Delaware

(State or country under the law of which it is incorporated)

3.

51-0401294

(FEI number, if applicable)

4. June 8, 2000

(Date of incorporation)

5.

Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon filing of qualification

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 12400 Wilshire Blvd., Suite 230, Los Angeles, CA 90025

(Principal office address)

12400 Wilshire Blvd., Suite 230, Los Angeles, CA 90025

(Current mailing address)

Software and services company that helps small and medium sized enterprises

8. communicate effectively with their customers via the Internet.

(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: American Information Services, Inc.

Office Address: One S.E. 3rd Ave., 28th Floor

Miami

(City)

, Florida 33131

(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.

Alouisa Angiot Assistant Secretary

(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.

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TALLAHASSEE, FLORIDA

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: David Stone

Address: 2956 Birkdale

Weston, FL 33332

Vice Chairman: _____

Address: _____

Director: Kenneth S. Kohn

Address: 12400 Wilshire Blvd., Suite 230

Los Angeles, CA 90025

Director: _____

Address: _____

B. OFFICERS

President: Kenneth S. Kohn

Address: 12400 Wilshire Blvd., Suite 230

Los Angeles, CA 90025

Vice President: _____

Address: _____

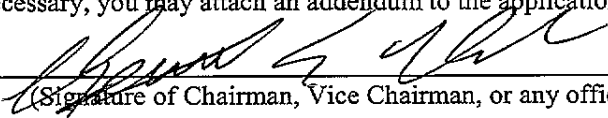
Secretary: Kenneth S. Kohn

Address: 12400 Wilshire Blvd., Suite 230, Los Angeles, CA 90025

Treasurer: Lisa Stone

Address: 2956 Birkdale, Weston, FL 33332

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. Kenneth S. Kohn, President
(Typed or printed name and capacity of person signing application)

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State of Delaware
Office of the Secretary of State

PAGE 1
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SECRETARY OF STATE
DELAWARE

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MIRACLE DATA CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE ELEVENTH DAY OF SEPTEMBER, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



Edward J. Freel

Edward J. Freel, Secretary of State

3241929 8300

AUTHENTICATION: 0667574

001457236

DATE: 09-11-00