

FO1000000959

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: DESKGATE ACQUISITION CORP.
(Name of corporation - must include suffix)

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-02/16/01--01065--010
*****87.50 *****87.50

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:

Brad Krassner
(Name of Person)

(Firm/Company)

930 Washington Ave. 5th Floor
(Address)

Miami Beach, FL 33139
(City/State and Zip code)

For further information concerning this matter, please call:

Gerrie Henriques
(Name of Person)

at (305) 672 9980
(Area Code & Daytime Telephone Number)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 FEB 16 PM 10:53

FILED

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration 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

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2/19

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. DESKGATE ACQUISITION CORP
(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. Delaware (State or country under the law of which it is incorporated)
3. Application is pending (FEI number, if applicable)

4. January 30, 2001 (Date of incorporation)
5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. Undetermined but not before February 1, 2001 (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. 930 Washington Ave., 5th Floor. (Principal office address)
Miami Beach, FL 33139 (Current mailing address)

8. To engage in any lawful act or activity for which corporations may be organized under the laws of the State of Delaware, including but not limited to, e-commerce technology (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: Brad L. Krassner

Office Address: 930 Washington Ave., 5th Floor

Miami Beach, Florida 33139 (City) (Zip code)

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TALLAHASSEE, FLORIDA

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.

[Signature]
(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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Brad L. Krassner

Address: 930 Washington Ave, 5th Floor
Miami Beach, FL 33139

Vice Chairman: _____

Address: _____

Director: Derek FROMM

Address: 930 Washington Ave, 5th Floor
Miami Beach, FL 33139

Director: _____

Address: _____

B. OFFICERS

President: Brad L Krassner

Address: same as above.

Vice President; Treasurer and Secretary : Derek FROMM

Address: Same as above.

Assistant Secretary: Gerrie Henriques

Address: 930 Washington Ave. 5th Floor, Miami Beach, FL 33139.

Treasurer: _____

Address: _____

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

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

14. Brad L. Krassner, President.
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DESKGATE ACQUISITION CORP." 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 THIRTIETH DAY OF JANUARY, A.D. 2001.

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00 FEB 16 PM 10:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 0945223

010049007

DATE: 01-30-01