

FOI 00000 3544

5.

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Storetrax.com, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

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-06/29/01--01083--017
*****78.75 *****78.75

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 G. Batte
(Name of Person)
Greenstein DeLorme & Luchs, P.C.
(Firm/Company)
1620 L Street, N.W., Suite 900
(Address)
Washington, D.C. 20036
(City/State and Zip code)

For further information concerning this matter, please call:

Barbara G. Batte at (202) 452-1400
(Name of Person) (Area Code & Daytime Telephone Number)

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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. Storetrax.com, Inc.
(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 3. 52-2234275
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 10/21/99 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. 4847 Cordell Avenue
Bethesda, Maryland 20814
(Current mailing address)

8. Real Estate Leasing
(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: C T Corporation System
Office Address: 1200 South Pine Island Road
Plantation, Florida, 33324
(Registered agent's name, address, and zip code)

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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.

C T Corporation System
(Registered agent's signature)
JUDITH ARGAO, V.P.

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) See Attachment A

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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

Thomas E. McCabe, President

14. _____

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

STORETRAX.COM, INC.
ATTACHMENT 'A'

Thomas E. McCabe, President
Chief Executive Officer and Director
4847 Cordell Avenue
Bethesda, Maryland 20814

Donald Wood
Director
4847 Cordell Avenue
Bethesda, Maryland 20814

Robert J. T. Rosenfeld
Director
4847 Cordell Avenue
Bethesda, Maryland 20814

Alan Wurtzel
Director
4847 Cordell Avenue
Bethesda, Maryland 20814

Beth Stewart
Director
4847 Cordell Avenue
Bethesda, Maryland 20814

Joshua D. Gurland
Senior Vice President and Director
4847 Cordell Avenue
Bethesda, Maryland 20814

Marc B. Willson
Senior Vice President
4847 Cordell Avenue
Bethesda, Maryland 20814

Krista Carlson Di Iaconi
Vice President and Secretary
4847 Cordell Avenue
Bethesda, Maryland 20814

Margaret Lacy
Vice President
4847 Cordell Avenue
Bethesda, Maryland 20814

Andrew Nadler
Vice President
4847 Cordell Avenue
Bethesda, Maryland 20814

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State of Delaware
Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "STORETRAX.COM, INC." 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 TWENTIETH DAY OF JUNE, A.D. 2001.

FILED
01 JUN 29 AM 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1199211

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DATE: 06-20-01