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Florida Department of State
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To:
Division of Corporations
Fax Number : (850)205-0383

From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305) 672-0686
Fax Number : (305) 672-9110

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DIVISION OF CORPORATIONS

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FOREIGN PROFIT QUALIFICATION

Nextech, Inc.
NEXTTECH SOFTWARE INC.

| | |
|-----------------------|---------|
| Certificate of Status | 1 |
| Certified Copy | 0 |
| Page Count | 02 |
| Estimated Charge | \$78.75 |

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 25, 2001

CORPORATE CREATIONS INTERNATIONAL INC.

SUBJECT: NEXTECH, INC.
REF: W01000022190

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6094.

Agnes Lunt
Document Specialist

FAX Aud. #: H01000102256
Letter Number: 201A00053303

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 25, 2001

CORPORATE CREATIONS INTERNATIONAL INC.

SUBJECT: NEXTECH, INC.
REF: W01000022190

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You failed to make the correction(s) requested in our previous letter.

You must submit a resolution to adopt another name for use in Florida.

The name listed in number one of the application must be identical to the name listed in the certificate of existence.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6094.

Agnes Lunt
Document Specialist

FAX Aud. #: H01000102256
Letter Number: 201A00053417

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 26, 2001

CORPORATE CREATIONS INTERNATIONAL INC.

SUBJECT: NEXTECH, INC.
REF: W01000022190

We have received your document for NEXTECH, INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name you want to adopt is fine and your resolution is fine. The only reason we have to return the filing is that on line 1 of your application, you must put the original name, exactly as it appears on your certificate from Ohio. Line 1 should not show the adopted name, which appears only on the name resolution you submitted. Please correct line 1 to read NEXTECH, INC. and resubmit the filing along with this letter.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6958.

Lee Rivers
Document Specialist

FAX Aud. #: H01000102256
Letter Number: 601A00053488

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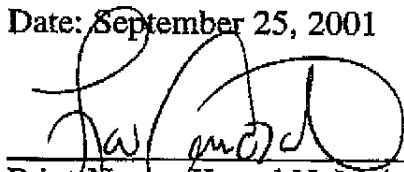
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BOARD OF DIRECTORS RESOLUTION

The board of directors of Nextech, Inc., a Ohio corporation, authorized the corporation on September 25, 2001 to adopt the alternate name Nextech Software, Inc. to transact business in Florida.

The undersigned certifies that the board of directors adopted the corporate resolution shown above.

Date: September 25, 2001



Print Name: Kamal N. Majeed

Print Title: President

by F.E. Cammarata as attorney-in-fact

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Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0686

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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. Nextech, 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. Ohio

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

3. _____

(FEI number, if applicable)

4. December 30, 1996

(Date of Incorporation)

5. perpetual

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

6. upon filing this application

(Date first transacted business in Florida. (See Section 607.1501, 607.1502, and 817.153, F.S.)

7. 40 Sarasota Center Blvd. Suite C

Sarasota, FL 34240-9770

(Current mailing address)

8. Purpose of corporation to be carried out in Florida: all activities permitted under applicable law.

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

Kamal M. Majeed
40 Sarasota Center Blvd.
Suite C
Sarasota, FL 34240-9770

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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.

By: _____

Kamal M. Majeed

by F.E. Cammarata as attorney-in-fact

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.

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0686

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12. Names and business addresses of officers and/or directors: (Street address ONLY)

A. DIRECTORS

Kamal N. Majeed
40 Sarasota Center Blvd.
Suite C
Sarasota FL 34240-9770

B. OFFICERS

PRESIDENT Kamal N. Majeed
40 Sarasota Center Blvd.
Suite C
Sarasota FL 34240-9770

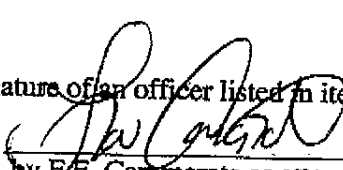
VICE PRESIDENT Kamal N. Majeed
40 Sarasota Center Blvd.
Suite C
Sarasota FL 34240-9770

SECRETARY Kamal N. Majeed
40 Sarasota Center Blvd.
Suite C
Sarasota FL 34240-9770

TREASURER Kamal N. Majeed
40 Sarasota Center Blvd.
Suite C
Sarasota FL 34240-9770

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13. Signature of an officer listed in item 12:

By: 
by E.E. Cammarata as attorney-in-fact
Name: Kamal N. Majeed
Title: President
Date: 9/26/2001

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0686

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UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE.



I, J. Kenneth Blackwell, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations; that said records show NEXTECH, INC., an Ohio Corporation, Charter No. 963423, having its principal location in Dayton, County of Montgomery, was incorporated on December 30, 1996 and is currently in GOOD STANDING upon the records of this office.

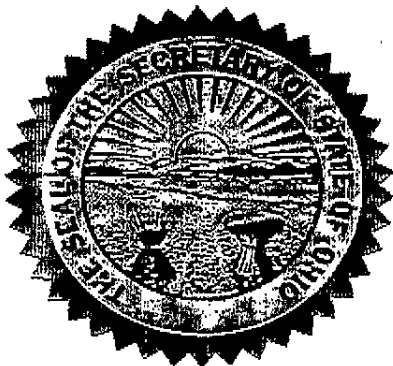
WITNESS my hand and official seal

at Columbus, Ohio on

September 24, 2001

A handwritten signature in cursive script that reads "J. Kenneth Blackwell".

J. Kenneth Blackwell
Secretary of State



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