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TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

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-10/31/95--01023--006
*****78.75 *****78.75

SUBJECT: LEGACY SYSTEMS INCORPORATED
(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:

Charles R. Matthews
(Name of Person)
Legacy Systems Incorporated
(Firm/Company)
11338 Long Hill Court
(Address)
Spring Hill, Florida 34609
(City, State and Zip Code)

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

Charles R. Matthews at (904) 686-9218
(Name of Person) Area Code & Daytime Telephone Number

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COURIER ADDRESS:
Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**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. Legacy Systems Incorporated
(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. Texas (State or country under the law of which it is incorporated) 3. 75-2331699 (FEI number, if applicable)

4. 1/19/89 (Date of Incorporation) 5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. 11/1/95 (Date first transacted business in Florida (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 11338 Long Hill Court
Spring Hill, Florida 34609
(Current mailing address)

8. Sale and Manufacture of Semi-Conductor Process Equipment
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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

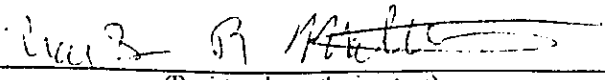
Name: Charles R. Matthews

Office Address: 11338 Long Hill Court

Spring Hill, Florida, 34609
(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.


(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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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: Robert Matthews

Address: 5394 Coach Drive, Richmond, CA 94803

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Robert Matthews

Address: 5394 Coach Drive, Richmond, CA 94803

Vice President: Charles Maxfield

Address: 210 FM 3039, Combine, TX 75159

Secretary: Larry Brautigam


Address: 9670 Forest Lane #1126, Dallas, TX 75243

Treasurer: Robert Matthews

Address: 5394 Coach Drive, Richmond, CA 94803

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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)

14. Robert Matthews, President
(Typed or printed name and capacity of person signing application)



The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED, that
Articles of Incorporation
of

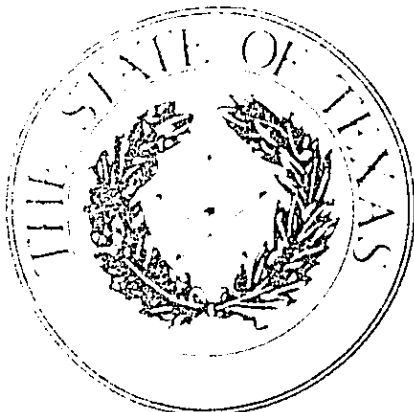
LEGACY SYSTEMS INCORPORATED

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were filed in this office and a certificate of incorporation was issued on

JANUARY 19, 1989;

IT IS FURTHER CERTIFIED, that no certificate of dissolution has been issued, and
that the corporation is still in existence.



*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on October 23, 1995.*

Antonio O. Garza, Jr.
Secretary of State

DEM