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TO: DIVISION OF CORPORATIONS

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FROM: ROBERT N. ALLEN, JR., P.A.
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NAME: VERINET, INC.

AUDIT NUMBER.....H97000017970

DOC TYPE.....FOREIGN PROFIT QUALIFICATION

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....0

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**APPLICATION BY FOREIGN CORPORATION FOR
AUTHORIZATION TO TRANACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANACT BUSINESS IN THE STATE OF FLORIDA:

1. Verinet, Inc.

(Name of corporation: the word "INCORPORATED," "COMPANY," or "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. January 17, 1997
(Date of Incorporation)

4. Indefinite
(Duration)

5. 65-0738275
(Federal Employer Identification number, if applicable)

6. October 1, 1997
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 2101 W. Commercial Blvd., Suite 4400
Ft. Lauderdale, FL 33309
(Current mailing address)

8. Software development, licensing and marketing
(Brief description of the nature of the business in which it is engaged in the state of Florida)

9. Names and addresses of officers and/or directors:

A. Directors:

Chairman: _____

Address: _____

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Vice Chairman: Ahmad Moradi

Address: 2101 W. Commercial Blvd., Suite 4400
Ft. Lauderdale, FL 33309

Director: N/A

Address: _____

Director: N/A

Address: _____

B. Officers:

President: W. Roger Dunavant

Address: 2101 W. Commercial Blvd., Suite 4400
Ft. Lauderdale, FL 33309

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: Tony Bianco

Address: 2101 W. Commercial Blvd., Suite 4400
Ft. Lauderdale, FL 33309

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: Thomas J. Hess

Office Address: 601 Brickell Key Drive, Suite 805
Miami, FL 33131

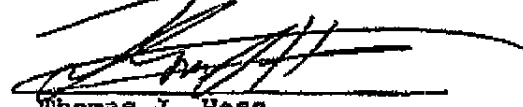
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11. Registered agent's acceptance:

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.

Thomas J. Hess



Registered agent's signature:

Thomas J. Hess

12. 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.

13. ~~X Ahmad Moradi Vice Chairman~~
(Signature of Chairman, Vice Chairman, or any officer listed in no. 9 of the application)

14. Ahmad Moradi Vice Chairman
(Name and capacity of person signing application)

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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VERINET 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 TWENTY-FIRST DAY OF OCTOBER, A.D. 1997.

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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8712813

DATE: 10-21-97