

F98000006371

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Independent Technologies, Inc.
(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:

100002691441-5
-11/19/98-01052-002
*****70.00 *****70.00

Michael F. Kivett
(Name of Person)

Kivett, Knickrehm & Woolley
(Firm/Company)

11605 Arbor Street, Suite 105
(Address)

Omaha, NE 68144
(City/State/Zip)

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

Michael F. Kivett at (402) 330-3500
(Name of Person) (Area Code & Daytime Telephone Number)

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TALLAHASSEE, FLORIDA

COURIER ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

[Handwritten signature]

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. Independent Technologies, 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. Nebraska (State or country under the law of which it is incorporated)
3. 47-0685933 (FEI number, if applicable)

4. 8-12-85 (Date of incorporation)
5. perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. 7-20-98 (Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 11422 Miracle Hills Drive, Suite 500
Omaha, NE 68154
(Current mailing address)

8. To develop, implement and manufacture for sale, lease or other exchange, telecommunication products and associated electronic software and hardware projects
(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: Hank Smith

Office Address: 150 Windward Way

Indian Harbour Beach, Florida, 32937
(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.

Hank Smith
(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 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: Daryl E. Ingalsbe

Address: 11422 Miracle Hills Drive, Suite 500

Omaha, NE 68154

Secretary: Timothy S. O'Dell

Address: 11422 Miracle Hills Drive, Suite 500

Omaha, NE 68154

Director: David L. Ingalsbe

Address: 11422 Miracle Hills Drive, Suite 500

Omaha, NE 68154

Director: Henry L. Smith

Address: 150 Windward Way

Indian Harbour Beach, FL 32937

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

President: Daryl E. Ingalsbe

Address: 11422 Miracle Hills Drive, Suite 500

Omaha, NE 68154

Vice President: of Manufacturing: David L. Ingalsbe

Address: 11422 Miracle Hills Drive, Suite 500

Omaha, NE 68154

Vice President of Finance/Secretary/Treasurer: Timothy S. O'Dell

Address: 11422 Miracle Hills Drive, Suite 500

Omaha, NE 68154

Vice President Director of Product Development: Henry L. Smith

Address: 150 Windward Way

Indian Harbour Beach, FL 32937

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. Timothy S. O'Dell Secretary

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

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TALLAHASSEE, FLORIDA

STATE OF

NEBRASKA

United States of America,
State of Nebraska

} ss.



Department of State
Lincoln, Nebraska

I, Scott Moore, Secretary of State of the State of Nebraska do hereby certify;

INDEPENDENT TECHNOLOGIES, INC.

was duly incorporated under the laws of this state on July 10, 1985, and do further certify that no occupation taxes assessed are unpaid and no annual reports are delinquent; articles of dissolution have not been filed; and said corporation is in existence as of the date of this certificate.

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TALLAHASSEE, FLORIDA

In Testimony Whereof,

I have hereunto set my hand and affixed the Great Seal of the State of Nebraska on November 4 in the year of our Lord, one thousand nine hundred and ninety-eight.



Scott Moore
SECRETARY OF STATE