

M98000000941

ROBERT E. BOYLE & ASSOCIATES, P.A.

ATTORNEYS AT LAW
145 Paramount Plaza III
7831 Glenroy Road
Minneapolis, Minnesota 55439
Tel. 612-837-1000
Fax 612-837-0920
e-mail: rebpa@ix.netcom.com

500002625515--3
-08/26/98--01059--008
***337.50 ***337.50

Kristin King, Paralegal

August 25, 1998

Florida Department of State
Registration Section
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

VIA FEDERAL EXPRESS

RE: Network Commerce International, LLC (the "Company")

Ladies and Gentlemen:

Enclosed please find the following documents relating to qualification of the Company to transact business in the State of Florida:

1. Application and Affidavit;
2. Designation of Registered Agent;
3. This firm's check in the amount of 337.50 for the filing fee, the registered agent fee and a certified copy to be returned to me in the Federal Express envelope provided.

Should you have any questions regarding this filing, please contact me immediately. Thank you for your assistance.

Sincerely,

Kristin King

Kristin King, Paralegal
ROBERT E. BOYLE & ASSOCIATES, P.A.

Enclosures

c: Mr. Joseph Marion (w/out encls.)

M98-941

Name	MOH
Availability	MOH
Document Examiner	MOH
Updater	MOH
Verifier	MOH
Acknowledge on	MOH
W. P. Verifier	MOH

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 26 AM 8:58

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. Network Commerce International, LLC
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
2. State of Minnesota
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 36-4244326
(FEI number, if applicable)
4. August 17, 1998
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon qualification.
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 1405 E. Atlantic Ave., Ste. 206
Delray Beach, FL 33483
(Street address of principal office)
8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
-----------------	--------	-----------------	--------

Joseph Marion	Manager		
1405 E. Atlantic Ave., Ste 206			
Delray Beach, FL 33483			

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 26 AM 8:58

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

State of Minnesota

SECRETARY OF STATE

Certificate of Good Standing

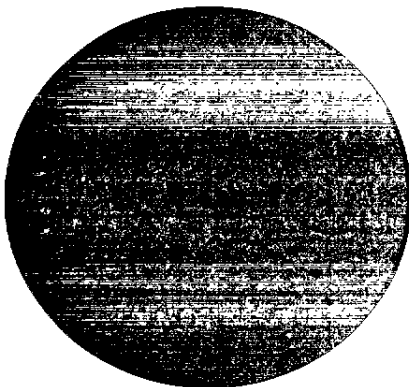
I, Joan Anderson Grove, Secretary of State of Minnesota, do certify that: The limited liability company listed below is a limited liability company formed or registered to do business under the laws of Minnesota; the limited liability company was formed by the filing of articles of organization or registered to do business by filing an application for a certificate of authority with the Office of the Secretary of State on the date listed below; the limited liability company is governed by Chapter 322B of Minnesota Statutes; and this limited liability company is authorized to do business as a limited liability company at the time this certificate is issued.

Name: NETWORK COMMERCE INTERNATIONAL, LLC

Date Formed or Registered: August 17, 1998

State of Organization: Minnesota

This certificate has been issued on August 21, 1998.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 26 AM 8:58

Joan Anderson Grove
Secretary of State.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE
STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Network Commerce International, LLC

2. The name and the Florida street address of the registered agent and office are:

Joseph Marion

(Name)

1405 E. Atlantic Ave., Ste. 206

Florida street address (P.O. Box **NOT** ACCEPTABLE)

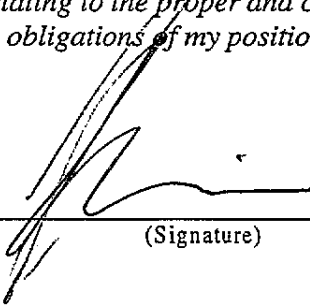
Delray Beach

FL

33483

City/State/Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

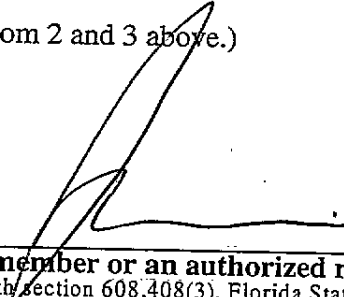
98 AUG 26 AM 8:58

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of Network Commerce
International, LLC certifies:

- 1) the above named limited liability company has ^{two}~~at least one~~ members;
- 2) the total amount of cash contributed by the member(s) is \$ 50,000;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ - 0 -;
(A description of the property is attached and made a part hereto.)
and
- 4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$ 50,000;
(This total includes amounts from 2 and 3 above.)



Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this
affidavit constitutes an affirmation under the penalties of perjury that the facts
stated herein are true.)

Joseph Marion, Chief Manager

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 26 AM 8:58