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5006581-1

May 16, 2001

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

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-05/21/01--01106--005  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: SLMsoft.com Inc. Latin America

Ladies and Gentlemen:

F01-2801

Please find enclosed on behalf of SLMsoft.com Inc. Latin America, a Delaware corporation, an original "Application by Foreign Corporation For Authorization to Transact Business in Florida." I have also enclosed an original Certificate of Good Standing from the State of Delaware and our firm's check for the \$78.75 filing fee. Please process this Application at your earliest convenience and return to me one certified copy of the Certificate of Authority in the return envelope I have provided. If you have any questions, please call me.

Sincerely,

*Kristine Becker*

Kristine M. Becker

KMB/  
Enclosures

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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1000 Walnut Street, Suite 1400  
Kansas City, Missouri 64106-2140  
(816) 474-8100 Fax (816) 474-3216

St. Louis, Missouri

Overland Park, Kansas

www.spencerfane.com

**TRANSMITTAL LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** SLMsoft.com Inc. Latin America  
(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:

Kristine M. Becker  
(Name of Person)  
Spencer Fane Britt & Browne LLP  
(Firm/Company)  
1000 Walnut Street, Suite 1400  
(Address)  
Kansas City, MO 64106-2140  
(City/State and Zip code)

For further information concerning this matter, please call:

Kristine M. Becker at ( 816 ) 474-8100  
(Name of Person) (Area Code & Daytime Telephone Number)

**STREET ADDRESS:**  
Registration Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

**MAILING ADDRESS:**  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

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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. SLMsoft.com Inc. Latin America  
(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. Delaware 3. 65-1099178  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. March 14, 2001 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. April 1, 2001  
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")  
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)


7. 701 Brickell Avenue, Suite 1750, Miami, FL 33131  
(Principal office address)  
Same as above  
(Current mailing address)

8. Providing data processing services and electronic financial services.  
(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: Rene Ferrer  
Office Address: 701 Brickell Avenue, Suite 1750  
Miami, Florida 33131  
(City) (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.*

  
(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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Govin Misir

Address: One Yorkdale Road, Suite 600  
Toronto, Ontario, CANADA M6A 3A1

Director: Molly Misir  
~~Vice Chairman:~~

Address: One Yorkdale Road, Suite 600  
Toronto, Ontario, CANADA M6A 3A1

Director: Rene Ferrer

Address: 701 Brickell Avenue, Suite 1750  
Miami, FL 33131

Director: Matthew Seymour

Address: One Yorkdale Road, Suite 600  
Toronto, Ontario, CANADA M6A 3A1

B. OFFICERS

SEE ADDENDUM

President:

Address:

Vice President:

Address:

Secretary:

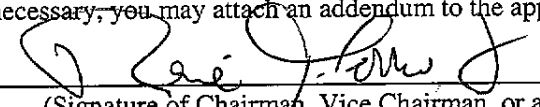
Address:

Treasurer:

Address:

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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. Rene Ferrer, President  
(Typed or printed name and capacity of person signing application)

**ADDENDUM**

Chief Executive Officer/  
Chairman of the Board

Address:

Govin Misir

One Yorkdale Road, Suite 600  
Toronto, Ontario, CANADA M6A 3A1

President

Address:

Rene Ferrer

701 Brickell Avenue, Suite 1750  
Miami, Florida 33131

Chief Financial Officer

Address:

Molly Misir

One Yorkdale Road, Suite 600  
Toronto, Ontario, CANADA M6A 3A1

Vice President Administration/  
Secretary

Address:

Matthew Seymour

One Yorkdale Road, Suite 600  
Toronto, Ontario, CANADA M6A 3A1

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

*State of Delaware*  
*Office of the Secretary of State* PAGE 1

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SLMSOFT.COM INC. LATIN AMERICA" 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 EIGHTEENTH DAY OF APRIL, A.D. 2001.

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01 MAY 21 PM 2:12  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA



*Harriet Smith Windsor*  
*Harriet Smith Windsor, Secretary of State*

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AUTHENTICATION: 1086513

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DATE: 04-18-01