

F00000000028

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

W99-26845

SUBJECT: THE TRACKER CORPORATION OF AMERICA, INC.
(Name of corporation - must include suffix)

Dear Sir or Madam: 00789-00701-00671

400003049424--5
-11/19/99--01046--004
*****70.00 *****70.00

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:

MJH

MR. JAY STULBERG
(Name of Person)

THE TRACKER CORPORATION OF AMERICA.
(Firm/Company)

180 DUNDAS ST. W. 15TH FLOOR
(Address)

TORONTO, ONTARIO, CANADA M5G 1Z8
(City/State/Zip)

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

JAY STULBERG at (416) 593-2604
(Name of Person) (Area Code & Daytime Telephone Number)

STREET 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

99 DEC 30 AM 8:36
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

November 22, 1999

MR. JAY STULBERG
180 DUNDAS ST. W, 15TH FLOOR
TORANTO, ONTARIO CANADA, M5G-1Z8

SUBJECT: THE TRACKER CORPORATION OF AMERICA, INC.
Ref. Number: W99000026845

We have received your document for THE TRACKER CORPORATION OF AMERICA, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list your Federal Employer Identification Number in the appropriate block. If applied for, enter "applied for", or if not applicable, enter "N/A".

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 699A00055853

~~86-0767918~~

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. THE TRACKER CORPORATION OF AMERICA, 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. DELAWARE 3. 86-0767918
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. JULY 12, 1994 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. FOLLOWING AUTHORIZATION
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 180 DUNDAS ST. W, 15TH FLOOR, TORONTO,
ONTARIO CANADA M5G 1Z8
(Current mailing address)

8. SALE OF I.D. RELATED PRODUCTS & 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: TERRY HENSLEY

Office Address: 211 NORTH JULIA CIR
ST. PETE BEACH, Florida, 33706
(Zip code)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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.

Terry Hensley
(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: 1. BRUCE LEWIS

Address: 74 LYNWOOD DR #1
TORONTO, ONTARIO CANADA M4V1K4

Vice Chairman: JAY STULBERG

Address: 476 HIDDEN TRAIL
TORONTO, ONTARIO CANADA M2R3R8

Director: _____

Address: _____

Director: _____

Address: _____

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

^{CEO}
President: 1. BRUCE LEWIS

Address: 74 LYNWOOD DR #1
TORONTO, ONTARIO CANADA M4V1K4

Vice President: JAY STULBERG

Address: 476 HIDDEN TRAIL
TORONTO ONTARIO CANADA M2R3R8

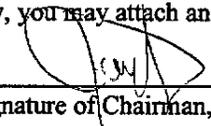
Secretary: Same as PRESIDENT

Address: _____

Treasurer: same as PRESIDENT

Address: _____

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. JAY STULBERG, PRESIDENT
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THE TRACKER CORPORATION OF 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 NINETEENTH DAY OF AUGUST, A.D. 1999.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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991343371

AUTHENTICATION:

9930382

DATE:

08-19-99