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JOHN SCHAEFER
JANET L. WIRTH*
JUDY L. WIRTH

December 17, 1999

*Admitted in New York

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

000003075520--1
-12/20/99--01113--004
****113.75 ****113.75

Re: PDS Data Systems, Inc.

Dear Registration Section Representative:

Please be advised that the undersigned represents the interests of PDS Data Systems, Inc., a Delaware corporation.

In brief, my client, desirous of legally transacting business in the State of Florida, hereby requests your due consideration with respect to obtaining a certificate of authority from your offices pursuant to the requirements of Section 607.1503, Florida Statutes.

As such, please find enclosed the following described items relative to this matter:

1. An original "Application by Foreign Corporation for Authorization to Transact Business in Florida" duly executed by my client's President, W. Philip Wentworth, (the "Application").
2. An original document duly authenticated, and issued on December 14, 1999, by the Office of the Secretary of State, State of Delaware, relative to the incorporation therein of "PDS Data Systems, Inc."; and, as more particularly required by and under paragraph 11 of the Application.
3. My law firm's check made payable to the Florida Department of State in the amount of \$113.75; and, representing the following described fees in this matter:

- a. Registration Fee:
- b. Certificate of Status (5 * \$8.75):

\$ 70.00
43.75

Total:

\$113.75

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TALLAHASSEE, FLORIDA

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Registration Section / Division of Corporations
Florida Department of State
Re: PDS Data Systems, Inc.
December 17, 1999

If you would be so kind, trusting that all of the foregoing fully and completely complies with the filing requirements of **Section 607.1503, Florida Statutes**, please then issue a certificate of authority for and on behalf of **PDS Data Systems, Inc.**, in order to permit said foreign corporation to be authorized to transact business in the **State of Florida**.

In addition, upon the issuance of said certificate of authority, please kindly mail directly to the undersigned the items described in **paragraph b**, above.

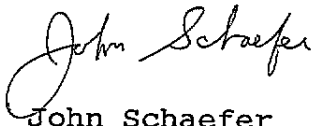
Finally, if you have any questions, or desire any further information, relative to this matter, please feel free to contact me directly, as follows:

JOHN SCHAEFER, ESQ.
Schaefer, Wirth & Wirth
1135 Pasadena Avenue South
Suite 207
St. Petersburg, Florida 33707
Tel: (727) 345-4007
Fax: (727) 345-3942

In conclusion, please allow me to take this opportunity to thank you for your anticipated cooperation and consideration with respect to the matters herein described.

I thank you again and look forward to receipt of the items so requested herein.

Very truly yours,


John Schaefer

JS/ast
Encs.

AIRBORNE EXPRESS: OVERNIGHT MAIL

xc: W. Philip Wentworth, President
PDS Data Systems, Inc.

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TALAMASSE, H 6890A



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 29, 1999

JOHN SCHAEFER, ESQ.
SCHAEFER, WIRTH & WIRTH
1135 PASADENA AVE S SUITE 207
ST PETERSBURG, FL 33707

SUBJECT: PDS DATA SYSTEMS, INC.
Ref. Number: W99000029565

We have received your document for PDS DATA SYSTEMS, INC. and your check(s) totaling \$113.75. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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) 487-6043.

Shawn Logan
Document Specialist

Letter Number: 599A00060524

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00 JAN -7 PM 12:43
TALLAHASSEE, FL 32314

**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. PDS Data Systems, 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. State of Delaware

(State or country under the law of which it is incorporated)

3. 23-3022916

(FEI number, if applicable)

4. December 3, 1999

(Date of incorporation)

5. "Perpetual"

(Duration: Year corp. will cease to exist or "perpetual")

6. "Upon Qualification"

(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. a. 785 Keystone Industrial Park, Scranton, PA 18512

c/o JOHN SCHAEFER, ESQ. (Principal office address)

b. 1135 Pasadena Avenue South, Suite 207, St. Petersburg, FL 33707

(Current mailing address)

8. To provide computer systems integration, sales and support of computer software, and sales of related software and hardware.

(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: JOHN SCHAEFER, ESQ.

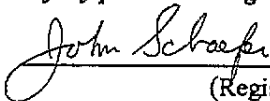
Office Address: 1135 Pasadena Avenue South
Suite 207

St. Petersburg, Florida 33707

(Zip code)

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)

JOHN SCHAEFER, ESQ.

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.

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TALLAHASSEE, FLORIDA

Names and business addresses of officers and/or directors:

12. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Director: W. PHILIP WENTWORTH
Address: 785 Keystone Industrial Park
Scranton, PA 18512

Chairman: _____
Address: _____
Director: DAVID L. HALDEMAN
Address: 1134 Lackawanna Trail
P.O. Box 391
Clarks Summit, PA 18411

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

President: W. PHILIP WENTWORTH
Address: 785 Keystone Industrial Park
Scranton, PA 18512

Vice President: _____
Address: _____
Secretary: DAVID L. HALDEMAN
Address: 1134 Lackawanna Trail
P.O. Box 391
Clarks Summit, PA 18411

Treasurer: DAVID L. HALDEMAN
Address: 1134 Lackawanna Trail
P.O. Box 391
Clarks Summit, PA 18411

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. W. Philip Wentworth
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. W. PHILIP WENTWORTH, PRESIDENT
(Typed or printed name and capacity of person signing application)

FILED
JAN -7 PM 2:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 "PDS DATA SYSTEMS, 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 SEVENTEENTH DAY OF DECEMBER, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



3127680 8300

991546856

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

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

0150307

12-17-99