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ACCOUNT NO. : 072100000032

REFERENCE : 607588 7206587

AUTHORIZATION : *Patricia Pijet*

COST LIMIT : \$ 70

ORDER DATE : March 1, 2000

ORDER TIME : 1:06 PM

ORDER NO. : 607588-005

500003160755--4

CUSTOMER NO: 7206587

CUSTOMER: Mr. John S. Clause
Clause Tax & Accounting
Po Box 7630

Wilmington, DE 19803-0360

FOREIGN FILINGS

NAME: DCI PROJECT MANAGEMENT
SERVICES, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

00 MAR -7 AM 8:42
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 MAR -7 PM 1:41
RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**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. DCI PROJECT MANAGEMENT SERVICES, 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. 51-0397227
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 2-28-2000 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. MARCH 4, 2000
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 9 TENBY DRIVE
WILMINGTON DE 19802
(Current mailing address)
8. TELEPHONE COMMUNICATION - CONSULTING
(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: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(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.

Corporation Service Company

By: Ramon W. Jones

(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)

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00 MAR -7 AM 8:42
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

Chairman: KENNETH L. KELLY

Address: 9 TENBY DRIVE
WILMINGTON, DELAWARE 19803-2629

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: KENNETH L. KELLY

Address: 9 TENBY DRIVE
WILMINGTON, DE 19803-2629

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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SECRETARY OF STATE

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

13. Kenneth L. Kelly
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. KENNETH L. KELLY CHAIRMAN/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 "DCI PROJECT MANAGEMENT SERVICES, 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 TWENTY-EIGHTH DAY OF FEBRUARY, A.D. 2000.

FILED
00 MAR -7 AM 8:42
SECRETARY OF STATE
TALLAHASSEE FLORIDA



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001097671


Edward J. Freel, Secretary of State

AUTHENTICATION: 0283448

DATE: 02-28-00