



F00000001437

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR 16 PM 3:54

ACCOUNT NO. : 072100000032
REFERENCE : 623920 4351417
AUTHORIZATION :
COST LIMIT : \$ PPD

ORDER DATE : March 14, 2000

ORDER TIME : 1:57 PM

ORDER NO. : 623920-005

900003172989--1
-03/16/00--01054--016
***9502.50 ***9502.50

CUSTOMER NO: 4351417

CUSTOMER: Mr. Ian Carmichael
Control Systems Inc
56 Aberfoyle Crescent
7th Floor
Toronto Ontario, CD M8X2W4

FOREIGN FILINGS

NAME: CONTROL SYSTEMS (USA) INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX CERTIFIED COPY
- PLAIN STAMPED COPY
- XX CERTIFICATE OF GOOD STANDING

RECEIVED
00 MAR 16 PM 2:24
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CONTACT PERSON: Janna Wilson

Handwritten notes:
BPL
3/16/00

FILED STATE SECRETARY OF CORPORATIONS 00 MAR 16 PM 3:54

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: CONTROL SYSTEMS (USA) INC
(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:

IAN McLeod
(Name of Person)
CONTROL SYSTEMS (USA) INC
(Firm/Company)
2424 North FEDERAL HWY STE 164
(Address)
BOZTA RATON FLORIDA 33431
(City/State/Zip)

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

IAN McLEOD at (561) 361-9900 Ext 21
(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

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

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.

FILED SECRETARY OF STATE DIVISION OF CORPORATIONS 00 MAR 16 PM 3:54

1. CONTROL SYSTEMS (USA) 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 (State or country under the law of which it is incorporated) 3. 98-0073026 (FEI number, if applicable)

4. Dec 21, 1984 (Date of incorporation) 5. (Duration: Year corp. will cease to exist or "perpetual")

6. JULY 1, 1992 (Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 2424 NORTH FEDERAL HWY STE 164 BOCA RATON FLORIDA 33431 (Current mailing address)

8. Sales and Service of computer related products (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.

By: BRIAN COURTNEY, ASST VP

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)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR 16 PM 3:54

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

Chairman: See attached officers directors rider IAN MCLEOD

Address: 1698 ROYAL PALM WAY
BOCA RATON FLORIDA 33432

Vice Chairman: IAN CARMICHAEL

Address: 1812 SABAL PALM CIRCLE
BOCA RATON, FLORIDA 33432

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached officers directors rider IAN MCLEOD

Address: 1698 ROYAL PALM WAY
BOCA RATON FLORIDA 33432

Vice President: IAN CARMICHAEL

Address: 1812 SABAL PALM CIRCLE
BOCA RATON, FLORIDA 33432

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. [Signature] VICE PRESIDENT
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. IAN CARMICHAEL VICE PRESIDENT
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

PAGE 1

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR 16 PM 3:54

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CONTROL SYSTEMS (USA) INC." IS DUELY 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 FIFTEENTH DAY OF MARCH, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CONTROL SYSTEMS (USA) INC." WAS INCORPORATED ON THE TWENTY-FIRST DAY OF DECEMBER, A.D. 1984.



Edward J. Freel

Edward J. Freel, Secretary of State

2051265 8300

001130442

AUTHENTICATION: 0316288
DATE: 03-15-00