

Document Number Only

F00000001562

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
Fax 850 222 7615
Attn: Jeff Netherton

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-03/22/00--01072--013
*****26.25 *****26.25

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-03/22/00--01072--012
*****87.50 *****87.50

CORPORATION(S) NAME

Strategic Technologies, Inc.

(x) Profit
() Nonprofit

() Amendment

() Merger

(x) Foreign

() Dissolution/Withdrawal
() Reinstatement

() Mark

() Limited Partnership
() LLC

() Annual Report
() Name Registration
() Fictitious Name

() Other
() Change of RA
() UCC

(x) Certified Copy

() Photocopies

(x) CUS
(4)

() Call When Ready

() Call If Problem

() After 4:30

(x) Walk In

() Will Wait

(x) Pick Up

() Mail Out

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
Acknowledgement _____
W.P. Verifier _____

3/22/00
02/16/00

(Handwritten signature/initials)

h3k

3/22

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR 22 PM 2:30

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR 22 PM 2:31

RECEIVED
00 MAR 22 AM 11:33
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32302

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Chief Financial Officer and Assistant Secretary, do hereby certify that this Resolution of the Board of Directors of STRATEGIC TECHNOLOGIES, INC., a corporation duly organized and existing under the laws of the State of North Carolina, was duly adopted on March 16, 2000.

Resolved, that STRATEGIC TECHNOLOGIES, INC., organized and existing in the state of North Carolina, hereby adopts the name Strategic Technologies of North Carolina, Inc. for use in the State of Florida.

Dated: March 16, 2000

Michael Sledge
Michael Sledge

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DIVISION OF CORPORATIONS
00 MAR 22 PM 2:31

**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.*

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1. Strategic Technologies, 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. North Carolina
(State or country under the law of which it is incorporated)
3. _____
(FEI number, if applicable)
4. August 31, 1988
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. February 15, 2000
(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. 301 Gregson Drive
(Principal office address)
- b. Cary, NC 27511
(Current mailing address)
8. Computer Sales and Software
(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: CIT Corporation System
Office Address: 1200 South Pine Island Road
Plantation, Florida 33324
(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)

JENNIFER F AULTMAN
ASSISTANT SECRETARY

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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Michael G. Shook

Address: 301 Gregson Drive

Cary, NC 27511

Director: William M. Shook

Address: 301 Gregson Drive

Cary, NC 27511

B. OFFICERS

President: Michael G. Shook

Address: 301 Gregson Drive

Cary, NC 27511

Vice President: William M. Shook

Address: 301 Gregson Drive

Cary, NC 27511

Secretary: William M. Shook

Address: 301 Gregson Drive

Cary, NC 27511

Treasurer: _____

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. _____

Michael G. Shook

(Typed or printed name and capacity of person signing application)

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STATE OF NORTH CAROLINA



Department of The
Secretary of State

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
08 MAR 22 PM 2:31

CERTIFICATE OF EXISTENCE

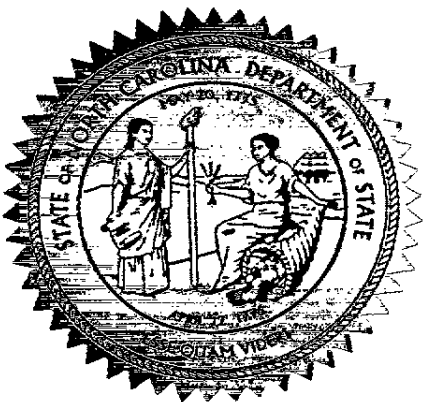
I, **ELAINE F. MARSHALL**, Secretary of State of the State of North Carolina, do hereby certify that

STRATEGIC TECHNOLOGIES, INC.

is a corporation duly incorporated under the laws of the State of North Carolina, having been incorporated on the 31st day of August, 1988 with its period of duration being PERPETUAL.

I **FURTHER** certify that, as of the date set forth hereunder, the said corporation's articles of incorporation are not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said corporation is not administratively dissolved for failure to comply with the provisions of the North Carolina Business Corporation Act; that its most recent annual report required by N.C.G.S. 55-16-22 **has been** delivered to the Secretary of State; and that the said corporation has not filed articles of dissolution as of the date of this certificate.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 10th day of February, 2000.



Elaine F. Marshall

Secretary of State