

F 000000001597

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: I.T.Xchange Corp

(Name of corporation - must include suffix)

300003115363--5

-01/31/00--01012--001

***75.00 ***75.00

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:

See

3/15

letter

Joe Novak

(Name of Person)

I.T.Xchange Corp

(Firm/Company)

1300 Heather Ridge, Unit #B

(Address)

Dunedin, FL 34698

(City/State/Zip)

300003115363--5

-03/20/00--01090--008

***2300.00 ***2300.00

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

Joe Novak

at (888) 829-5333

(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

appt

3/23

FILED
00 MAR 23 AM 10:51
SECRETARY OF STATE
TALLAHASSEE FLORIDA

TRANSMITTAL LETTER - REVISED

MARCH 15, 2000

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: IT Xchange Corp
(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:

Janet Boychuk
(Name of Person)
IT Xchange Corp
(Firm/Company)
1300 Heather Ridge, Unit B
(Address)
Dunedin, FL 34698
(City/State/Zip)

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

Janet Boychuk at (888) 829-5333 x-4
(Name of Person) (Area Code & Daytime Telephone Number)

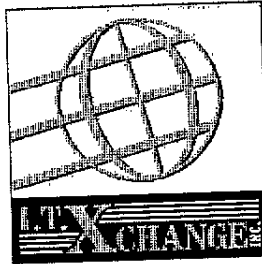
STREET ADDRESS:

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

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TALLAHASSEE FLORIDA



January 25, 2000


Qualifications/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL
32399

Dear Sirs:

Enclosed please find documentation requesting a Florida Sales Tax and Use Account. Should you require any further information, please feel free to contact me.

Your assistance is appreciated.

Yours truly,


Michelle Micuda
VP, Finance

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00 MAR 23 AM 10:51
SECRETARY OF STATE
TALLAHASSEE FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 1, 2000

JOE NOVAK
IT XCHANGE CORP.
1300 HEATHER RIDGE, UNIT #B
DUNEDIN, FL 34698

SUBJECT: IT XCHANGE CORP.
Ref. Number: W00000002796

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00 MAR 23 AM 10:51
SECRETARY OF STATE
TALLAHASSEE FLORIDA

We have received your document for IT XCHANGE CORP. and your check(s) totaling \$75.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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 note that we are returning your certified copy, as it is not the same as the certificate we require. Please contact your Secretary of State to obtain the proper certificate.

The name listed in number one of the application must be identical to the name listed in the certificate of existence.

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report/uniform business report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$2,300.00.

Enclosed please find a copy of section 607.1501, 617.1501, or 608.502, Florida Statutes, which lists those activities that do not constitute transacting business in

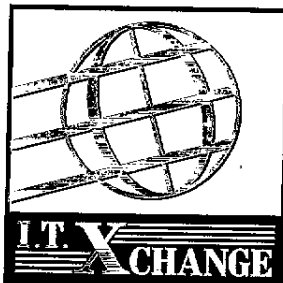
this state. If after reviewing this section you determine erroneous information was inserted on the application, a notarized affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501, 617.1501 or 608.502, Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 000A00004723

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00 MAR 23 AM 10:52
SECRETARY OF STATE
TALLAHASSEE FLORIDA



Secondary Market PC Specialists

March 15, 2000

Florida Department of State
Tallahassee, FL 32314

Subject: IT Xchange Corp
Ref. Number: W00000002796

Attention: Lee Rivers
Document Specialist

Please find attached our revised application to transact business in Florida. We have included the certificate of existence and a cheque in the amount of \$2,300.00 is also enclosed to cover the annual report/uniform business report and penalty fees.

Please also note that all future correspondence should be directed to myself.

Sincerely,


Janet Boychuk, CMA

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STATE OF FLORIDA
TALLAHASSEE

FT

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. ~~I.T. Xchange Corp~~ IT Xchange Corp.
(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. 56-2028738
(FEI number, if applicable)
4. 04/97
(Date of incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Dec 1, 1998 - office established
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 1300 Heather Ridge Blvd, Unit # B
Dunedin, FL 34698
(Current mailing address)
8. reselling computer hardware
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)
Name: Bob McPherson
Office Address: 1300 Heather Ridge Blvd Unit # B
Dunedin, Florida, 34698
(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.

x Robert J. McPherson
(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 23 AM 10:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Jeff McFarlane

Address: 155 Prestonia Place
Morrisville, NC 27560

Director: Les McFarlane

Address: 34 Buggy Lane
Ajax, Ontario L1S 4S7

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

President: Jeff McFarlane

Address: 155 Prestonia Place
Morrisville, NC 27560

Vice President: _____

Address: _____

Secretary: Les McFarlane

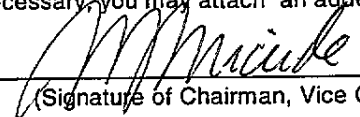
Address: 34 Buggy Lane
Ajax, Ontario L1S 4S7

Treasurer: Michelle Micuda

Address: 105 Millbank Dr, Oakville Ontario Canada L6H 6A9

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00 MAR 23 AM 10:52
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TALLAHASSEE FLORIDA

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. Michelle Micuda , Treasurer
(Typed or printed name and capacity of person signing application)

STATE OF NORTH CAROLINA



RECEIVED MAR 02 2000

Department of The
Secretary of State

CERTIFICATE OF EXISTENCE

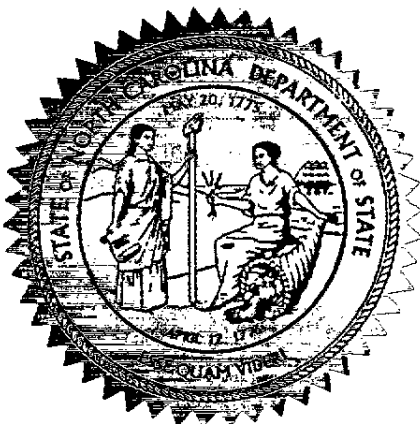
I, **ELAINE F. MARSHALL**, Secretary of State of the State of North Carolina, do hereby certify that

IT XCHANGE CORP.

is a corporation duly incorporated under the laws of the State of North Carolina, having been incorporated on the 29th day of April, 1997, with its period of duration being PERPETUAL .

I **FURTHER** certify that 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 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.

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MAR 23 AM 10:52
SECRETARY OF STATE
TALLAHASSEE FLORIDA



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 18th day of February, 2000.

Elaine F. Marshall

Secretary of State