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FROM-AKERMAN SENTERFITT

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Florida Department of State

Division of Corporations

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Division of Corporations

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From:

Account Name : AKERMAN, SENTERFITT & EIDSON, P.A. (FT. LAUDERDALE)

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FOREIGN PROFIT QUALIFICATION

XYbase, Inc.

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**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. XYBASE, 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. APPLIED FOR

(FEI number, if applicable)

4. APRIL 10, 2000

(Date of incorporation)

5. PERPETUAL

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

6. UPON QUALIFICATION

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

7. DAVID C. RISTAINO, ESQ., C/O AKERMAN, SENTERFITT & EIDSON, P.A.

350 E. LAS OLAS BLVD., SUITE 1600, FT. LAUDERDALE, FL 33301

(Current mailing address)

TO ENGAGE IN ANY LAWFUL ACT OR ACTIVITY FOR WHICH CORPORATIONS MAY BE QUALIFIED UNDER THE FLORIDA BUSINESS CORPORATION ACT.

8. _____

(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: AMERICAN INFORMATION SERVICES, INC.

Office Address: 350 E. LAS OLAS BLVD., SUITE 1600

FT. LAUDERDALE, Florida, 33301
(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.

AMERICAN INFORMATION SERVICES, INC.

By: Marla R. Mayster

(Registered agent's signature)

MARLA R. MAYSTER, 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 addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

Prepared by: David C. Ristaino, Esq.

350 E. Las Olas Blvd., Ste. 1600, Ft. Lauderdale, FL 33301

(954) 463-2700

Florida Bar No. 0135216

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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)**Director:** RAYMOND H. MOSS**Address:** C/O DAVID C. RISTAINO, ESQ., AKERMAN, SENTERFITT & EIDSON, P.A.
350 E. LAS OLAS BLVD., SUITE 1600, FT. LAUDERDALE, FL 33301**Director:** SUHALMEE ABU HASSAN SHAARI**Address:** C/O DAVID C. RISTAINO, ESQ., AKERMAN, SENTERFITT & EIDSON, P.A.
350 E. LAS OLAS BLVD., SUITE 1600, FT. LAUDERDALE, FL 33301**Director:** MOHD JAMIL ABU HASSAN SHAARI**Address:** C/O DAVID C. RISTAINO, ESQ., AKERMAN, SENTERFITT & EIDSON, P.A.
350 E. LAS OLAS BLVD., SUITE 1600, FT. LAUDERDALE, FL 33301**Director:** MOHAMED IZMI MD SAID**Address:** C/O DAVID C. RISTAINO, ESQ., AKERMAN, SENTERFITT & EIDSON, P.A.
350 E. LAS OLAS BLVD., SUITE 1600, FT. LAUDERDALE, FL 33301**B. OFFICERS (Street address only - P.O. Box NOT acceptable)****President:** SUHALMEE ABU HASSAN SHAARI**Address:** C/O DAVID C. RISTAINO, ESQ., AKERMAN, SENTERFITT & EIDSON, P.A.
350 E. LAS OLAS BLVD., SUITE 1600, FT. LAUDERDALE, FL 33301**Vice President:** RAYMOND H. MOSS**Address:** C/O DAVID C. RISTAINO, ESQ., AKERMAN, SENTERFITT & EIDSON, P.A.
350 E. LAS OLAS BLVD., SUITE 1600, FT. LAUDERDALE, FL 33301**Secretary:** RAYMOND H. MOSS**Address:** C/O DAVID C. RISTAINO, ESQ., AKERMAN, SENTERFITT & EIDSON, P.A.
350 E. LAS OLAS BLVD., SUITE 1600, FT. LAUDERDALE, FL 33301**Treasurer:** RAYMOND H. MOSS**Address:** C/O DAVID C. RISTAINO, ESQ., AKERMAN, SENTERFITT & EIDSON, P.A.
350 E. LAS OLAS BLVD., SUITE 1600, FT. LAUDERDALE, FL 33301**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.13. X Raymond H. Moss
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)14. RAYMOND H. MOSS, VICE PRESIDENT

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

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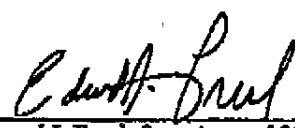
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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "XYBASE, 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 FOURTEENTH DAY OF APRIL, A.D. 2000.


Edward J. Freel, Secretary of State

AUTHENTICATION: 0382422

DATE: 04-14-00

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