



THE UNITED STATES
CORPORATION
COMPANY

F00000002435

ACCOUNT NO. : 072100000032

REFERENCE : 680370 4319660

AUTHORIZATION :

Patricia Pizzuto

COST LIMIT : \$ 70.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY -2 PM 5:16

ORDER DATE : April 28, 2000

ORDER TIME : 10:06 AM

ORDER NO. : 680370-010

CUSTOMER NO: 4319660

400003235324--1

CUSTOMER: Gina C. Monaco, Legal Asst
Fox Rothschild O'Brien &
2000 Market Street, 10th Floor

Philadelphia, PA 191033291

FOREIGN FILINGS

800 400024359

NAME: IQROM COMMUNICATIONS, INC.

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XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

RECEIVED
00 MAY -2 AM 11:26
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

[Handwritten signatures and initials]
BK
5/2

**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. IOROM Communications, 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. Nevada 3. 88-0370480
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 10/18/96 5. Perpetual
(Date of incorporation) (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. 7635 Ashley Park Court, Suite 503V
Orlando, FL 32835
(Current mailing address)
8. Distribution and sale of CD-ROMS and 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.

Corporation Service Company

By: BRIAN COURTNEY, ASST. V.P.

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)

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

Chairman: See attached list

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Thomas Gabor Elek

Address: Lime Tree House, Asthall

Oxon, England OX18 4 HW

Vice President: _____

Address: _____

Secretary: Mark L. Silow

Address: 2000 Market Street, 10th Floor

Philadelphia, PA 19103

Treasurer: Mark L. Silow

Address: 2000 Market Street, 10th Floor

Philadelphia, PA 19103

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. Mark L. Silow, Secretary and Treasurer

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

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Directors of IQROM Communications, Inc.

Michael Feit
Westgate Management Company
321 West State Street
Trenton, NJ 08618

Gerald A. Pierson
7361 Bordwine Drive
Orlando, FL 32818

Thomas Gabor Elek
Lime Tree House
Asthall
Oxon, England OX18 4 HW

Aldersey Egerton Maynard-Taylor
Crouchlands
Kirdford, Nr. Billingshurst
West Sussex, England RH 14 0LE

Colin Allmark
The Coach House
Pig Bush Lane, Loxwood
West Sussex, England RH 14 0Q7

F. Michael P. Warren
Villa Romeo, Sea Rocks
Island Harbour
Anguilla, British West Indies

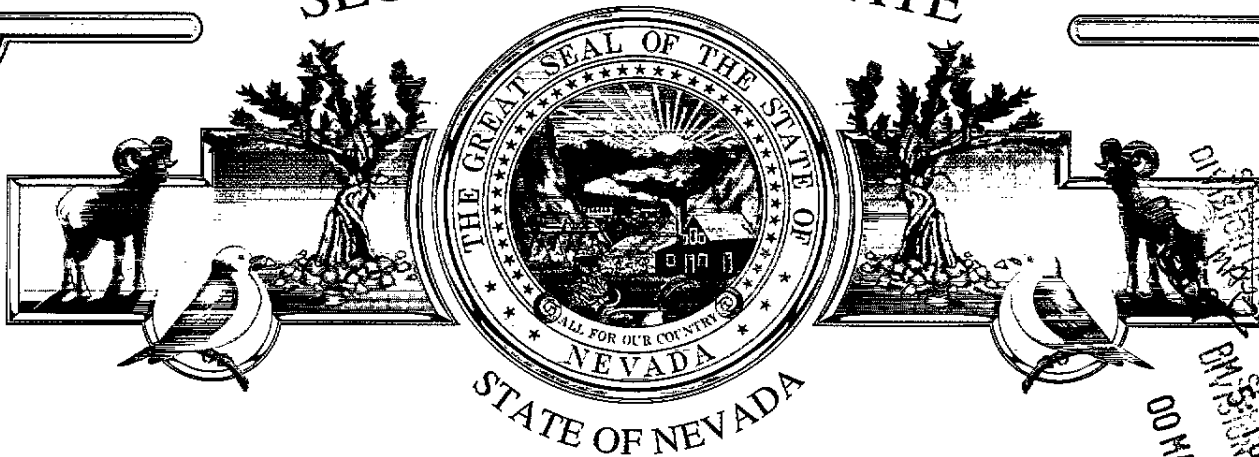
Graham A. Perske
c/o IQROM Communications, Inc.
7635 Ashley Park Court
Suite 503V
Orlando, FL 32835

Mark L. Silow
2000 Market Street, 10th Floor
Philadelphia, PA 19103

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SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **IQROM COMMUNICATIONS, INC.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since October 18, 1996, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on May 1, 2000.



Dean Heller

Secretary of State

By

[Signature]
Certification Clerk

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