



THE UNITED STATES CORPORATION COMPANY

F00000003011

02258-01117-00459-00611-00611

ACCOUNT NO. : 072100000032

REFERENCE : 702398 4300090

AUTHORIZATION :

Patricia Pizute

COST LIMIT : \$ 78.75

ORDER DATE : May 18, 2000

ORDER TIME : 11:38 AM

ORDER NO. : 702398-005

W-13523

CUSTOMER NO: 4300090

600003266676--4

CUSTOMER: Ms. Rosette Tyler
Baer Marks & Upham LLP
805 Third Avenue
19th Floor
New York, NY 10022

FOREIGN FILINGS

NAME: DIGITAL EXPLORER HOLDINGS INC.

Handwritten signature/initials

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Janine Lazzarini

00 MAY 25 AM 9: 04

DEPARTMENT OF CORPORATIONS
DIVISION OF CORPORATIONS

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 MAY 25 PM 12: 11

RECEIVED

Handwritten initials and date: 5/25/00



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 25, 2000

CSC
ATTN; JANINE LAZZARINI

SUBJECT: DIGITAL EXPLORER HOLDINGS, INC.
Ref. Number: W00000013523

RECEIVED
00 MAY 26 PM 12:13
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RESUBMIT
00 MAY 26 AM 9:01
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
Please give original
submission date as file date.

We have received your document for DIGITAL EXPLORER HOLDINGS, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

The document must contain the entity's complete mailing address.

A brief description of the entity's nature of business must be included in the document.

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 800A00029921

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.

RECEIVED
STATE DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
MAY 25 AM 9:04

1. Digital Explorer Holdings 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 3. 13-4071968
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. July 21, 1999 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. 725 Sanctuary Lane
Boca Raton, Florida 33431
(Current mailing address)

8. A holding company
(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: Laura R. Dunlap Laura R. Dunlap
(Registered agent's signature) as its agent

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 officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

CHURCH OF CHRIST
CONFERRATIONS
00 MAY 25 AM 9:04

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

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

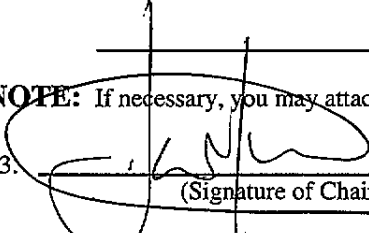
Secretary: _____

Address: _____

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. David W. Taylor, President
(Typed or printed name and capacity of person signing application)

DIGITAL EXPLORER HOLDINGS INC.

RIDER
TO
APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA

RECEIVED
DIVISION OF CORPORATIONS
00 MAY 25 AM 9:04

ITEM A. DIRECTORS

Director: David W. Taylor

Address: 4725 Sanctuary Lane, Boca Raton, Florida 33431

Director: Andre Pierre Le Roux

Address: 111 Eccleston Crescent, Bryanston, Johannesburg, South Africa

ITEM B. OFFICERS

President: David W. Taylor

Address: 4725 Sanctuary Lane, Boca Raton, Florida 33431

Secretary: Ivan W. Dreyer

Address: c/o Baer Marks & Upham LLP, 805 Third Avenue, New York, New York 10022

Treasurer: Karl Roland Stumke

Address: State Bank of Mauritius, Port Louis, Mauritius

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DIGITAL EXPLORER HOLDINGS 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 EIGHTEENTH DAY OF MAY, A.D. 2000.

DEPARTMENT OF STATE CORPORATIONS
MAY 25 9:04 AM '00

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "DIGITAL EXPLORER HOLDINGS INC." WAS INCORPORATED ON THE TWENTY-FIRST DAY OF JULY, A.D. 1999.



Edward J. Freel

Edward J. Freel, Secretary of State

3072936 8300

001254072

AUTHENTICATION:

0446795

DATE:

05-18-00