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May 16, 2000

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Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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W-13431

RE: ThruLogic Itech USA, Inc.

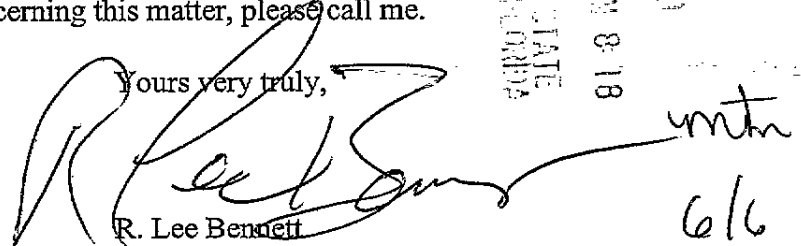
Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", the original certificate of existence authenticated by the Secretary of the State of Delaware, and our check in the amount of \$70.00 are submitted to register the above referenced foreign corporation to transact business in Florida.

Please file the Application and indicate the filing on the enclosed copy, and return the copy and all correspondence concerning this matter to the undersigned.

Should you have any questions concerning this matter, please call me.

Yours very truly,


R. Lee Bennett

RLB:nbc

Enclosures

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 24, 2000

GRAY HARRIS & ROBINSON
PO BOX 3068
ORLANDO, FL 32802-3068

SUBJECT: THRULOGIC ITECH USA, INC.
Ref. Number: W00000013431

00 JUN -6 11 08 13
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for THRULOGIC ITECH USA, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence or a certificate of good standing, 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 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) 487-6097.

Michael Mays
Document Specialist

Letter Number: 600A00029648

**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.*

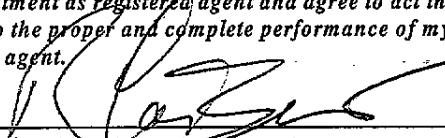
1. ThruLogic Itech USA, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware 3. 59-3644055
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. May 2, 2000 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. After qualification
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. c/o R. Lee Bennett, Gray, Harris & Robinson, P.A.
201 E. Pine Street, Orlando, FL 32801
(Current mailing address)
8. General business in computer software services and software development
(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: R. Lee Bennett, Esq.
Gray, Harris & Robinson, P.A.
Office Address: 201 E. Pine Street, Suite 1200

Orlando, Florida, 32801
(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)

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: Charles Philip Abernathy, Director
ThruLogic

Address: Nieuwe Herengracht 113
1011 SB Amsterdam
The Netherlands

Vice Chairman: N/A

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Charles Philip Abernathy
ThruLogic

Address: Nieuwe Herengracht 113
1011 SB Amsterdam
The Netherlands

Vice President

Mahesh Sadhwani, Executive Director
Wisdom Infotech (India) Pvt. Ltd.
Azad Plaza, 100, Mosque Road
Frazer Town, Bangalore - 560 005,
India

Vice President: Robert Kazmi
F21 Ramya Regal, Kumara Swamy Naidu Road
Address: Frazer Town, Bangalore - 560005, India

Vice President

Ramish Sadhwani
Wisdom Infotech (India) Pvt. Ltd.
Azad Plaza, 100, Mosque Road
Frazer Town, Bangalore - 560 005,
India

Secretary: Rachel Shipley

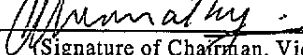
Address: 208 Bauer Dr.

Casselberry, FL 32707

Treasurer: Juanita Javant

Address: Wisdom Infotech (india) Pvt. Ltd.
Azad Plaza, 100, Mosque Rd
Frazer Town, Bangalore - 560 005
India

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. Charles Philip Abernathy, Chairman/President
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THRULOGIC ITECH USA, 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 TWENTY-SIXTH DAY OF MAY, A.D. 2000.

FILED
00 JUN -6 PM 8:18
SECRETARY OF STATE
HALLMARK BUILDING
DOVER, DELAWARE




Edward J. Freel, Secretary of State

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001270662

AUTHENTICATION: 0464590

DATE: 05-26-00