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GOODMAN WEISS MILLER LLP  
100 ERIEVIEW PLAZA, 27TH FLOOR  
CLEVELAND, OHIO 44114-1882

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March 7, 2000

**BY OVERNIGHT COURIER**

Qualification/Tax Lien Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

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-03/08/00--01097--013  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Metanetics Corporation

Dear Sir/Madam:

Enclosed for filing is an Application by Foreign Corporation for Authorization to Transact Business in Florida, along with a Certificate of Good Standing issued by the Delaware Secretary of State and a check in the amount of \$70 to cover the filing fee.

Please return a letter of acknowledgment of registration to the undersigned.

Thank you.

Very truly yours,

GOODMAN WEISS MILLER LLP

*Gail Heidenreich*  
Gail Heidenreich  
Legal Assistant

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 JUN -8 AM 11:59

Name Availability	
Document Examiner	DCC
Updater	DCC
Updater gh Verifier	DCC
Enclosures	
Acknowledgement	DCC
cc: Jay R. Paeges, Esq.	
W. P. Verifier	DCC

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FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

March 17, 2000

GAIL HEIDENREICH  
GOODMAN WEISS MILLER LLP  
100 ERIEVIEW PLAZA, 27TH FLOOR  
CLEVELAND, OH 44114-1882

SUBJECT: METANETICS CORPORATION  
Ref. Number: W00000007228

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

You have stated on your application that one corporation has merged into another corporation. According to our records (please see attached) that has not happened in our state. Please advise what you want to do next. We can not have two corporations with the same exact name on file with our office.

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) 487-6913.

Diane Cushing  
Corporate Specialist

Letter Number: 500A00014907

**APPLICATION BY FOREIGN CORPORATION  
FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA**

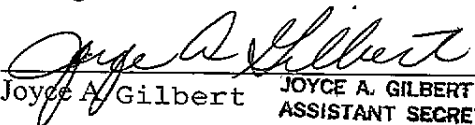
In compliance with Section 607.1503, Florida Statutes, the following is submitted to register a foreign corporation to transact business in the State of Florida:

1. **Name of corporation:** Metanetics Corporation fka Meta Technologies Corporation  
(name changed to Metanetics Corporation as part of a merger filed February 23, 2000 of Metanetics Corporation (Florida foreign qualification document number F9500005170) into Meta Technologies Corporation)
2. **State of incorporation:** Delaware
3. **FEI Number, if applicable:** 34-1916368
4. **Date of incorporation:** January 28, 2000
5. **Duration:** Perpetual
6. **Date first transacted business in Florida:** February 3, 2000
7. **Mailing address:** 3330 West Market Street, Akron, Ohio 44333
8. **Purpose of corporation authorized in home state to be carried out in the State of Florida:** To engage in any lawful act or activity for which corporations may be organized under Florida Statutes.
9. **Name and address of Florida registered agent:**  
CT Corporation System  
1200 South Pine Island Road  
Plantation, Florida 33224
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.

CT CORPORATION SYSTEM  
Registered Agent

By

  
Joyce A. Gilbert JOYCE A. GILBERT  
ASSISTANT SECRETARY

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11. Attached is a Certificate of Good Standing issued by the Secretary of State of the State of Delaware dated not more than 90 days prior to the delivery of this application to the Department of State.

12. **Names and addresses of Officers:**

John W. Paxton, Sr.  
Telxon Corporation  
Ridgewood Corporate Center  
1000 Summit Drive  
Cincinnati, OH 45150

Director, Chairman of the Board and Chief Executive Officer

Kenneth A. Cassady  
Telxon Corporation  
8302 New Trails Drive  
The Woodlands, TX 77381

Director, President and Chief Operating Officer

Woody M. McGee  
Telxon Corporation  
Ridgewood Corporate Center  
1000 Summit Drive  
Cincinnati, OH 45150

Director, Vice President and Chief Financial Officer

John W. Castle  
Telxon Corporation  
Ridgewood Corporate Center  
1000 Summit Drive  
Cincinnati, OH 45150

Vice President, Treasurer and Assistant Secretary

Glenn S. Hansen  
Telxon Corporation  
3330 West Market Street  
Akron, OH 44333

Secretary

Gary L. Grand  
Telxon Corporation  
3330 West Market Street  
Akron, OH 44333

Corporate Controller

Russell D. Compton  
Telxon Corporation  
3330 West Market Street  
Akron, OH 44333

Tax Officer

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13. **Names and addresses of Directors:**

John W. Paxton, Sr.  
Telxon Corporation  
Ridgewood Corporate Center  
1000 Summit Drive  
Cincinnati, OH 45150

Kenneth A. Cassady  
Telxon Corporation  
8302 New Trails Drive  
The Woodlands, TX 77381

Woody M. McGee  
Telxon Corporation  
Ridgewood Corporate Center  
1000 Summit Drive  
Cincinnati, OH 45150

**META TECHNOLOGIES CORPORATION**

By



Glenn S. Hansen, Secretary

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*State of Delaware*  
*Office of the Secretary of State* PAGE 1

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "METANETICS CORPORATION" 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 SIXTH DAY OF MARCH, A.D. 2000.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 JUN -8 AM 11:59



  
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Edward J. Freel, Secretary of State

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AUTHENTICATION: 0296206

DATE: 03-06-00