



THE UNITED STATES
CORPORATION
COMPANY

F00000003449

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN 16 PM 5:00

ACCOUNT NO. : 072100000032

REFERENCE : 733699 7112791

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pizito

ORDER DATE : June 15, 2000

ORDER TIME : 10:43 AM

ORDER NO. : 733699-010

000003293890--4

CUSTOMER NO: 7112791

CUSTOMER: Mitchell D. Goldberg, Esq
Ochs & Goldberg
60 East 42nd Street
Suite 1545
New York, NY 10165

INC.

FOREIGN FILINGS

NAME: SANPOWER LTD.

(4)

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 JUN 16 AM 11:36
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32302

BK 6/16

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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JUN 16 PM 5:00

1. Sanpower Ltd., 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. New York
(State or country under the law of which it is incorporated)
3. 11-3531757
(FEI number, if applicable)
4. 2/15/00
(Date of incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. February 21, 2000
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 525 Northern Boulevard, Suite 109
Great Neck, New York 11021
(Current mailing address)
8. Wholesaler of Computer Hardward
(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: 

(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: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: Judith Shachi

Address: 230 Lakeville Road

Great Neck, New York 11020

Director: Revital Miller

Address: 1 Bay Clud Drive, Apt. 19C

Bayside, New York 11360

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

President: See attached officers/directors rider Judith Shachi

Address: 230 Lakeville Road

Great Neck, New York 11360

Vice President: Revital Miller

Address: 1 Bay Clud Drive, Apt. 19C

Bayside, New York 11360

Secretary: Revital Miller

Address: 1 Bay Clud Drive, Apt. 19C

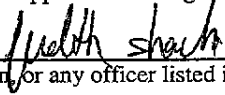
Bayside, New York 11360

Treasurer: Judith Shachi

Address: 230 Lakeville Road

Great Neck, New York 11360

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. Judith Shachi, President
(Typed or printed name and capacity of person signing application)

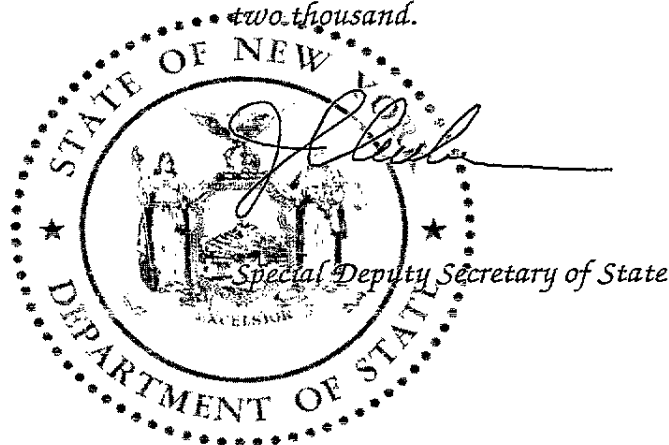
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN 16 PM 5:09

State of New York } ss:
Department of State

I hereby certify, that the Certificate of Incorporation of SANPOWER LTD. was filed on 02/15/2000, with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

I further certify, that no other documents have been filed by such Corporation.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 09th day of June
two thousand.



200006120472 46

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN 16 PM 5:00