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ACCOUNT NO. : 072100000032

REFERENCE : 740172 4319660

AUTHORIZATION : Patricia Kigute

COST LIMIT : \$ 70.00

ORDER DATE : June 21, 2000

ORDER TIME : 11:36 AM

ORDER NO. : 740172-015

700003304717--8

CUSTOMER NO: 4319660

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

Philadelphia, PA 191033291

FOREIGN FILINGS

NAME: DISKXPRESS US, INC.

XXXX QUALIFICATION (TYPE: CO)

5

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Tamara Odom

ml  
wpc

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 JUN 26 PM 5:08

RECEIVED  
00 JUN 26 PM 1:40  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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 IN STATE DEPARTMENT OF REVENUE CORPORATION DIVISION 00 JUN 29 PM 5:08

1. DiskXpress US, 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. Applied for  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 2/25/00 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. c/o Mark L. Silow, Esquire, Fox, Rothschild, O'Brien & Frankel, LLP,  
2000 Market Street, 10th Fl., Philadelphia, PA 19103  
(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: Deborah H. Skipper  
(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 list

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

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DIVISION OF CORPORATIONS  
00 JUN 26 PM 5:08

**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: Gerald A. Pierson

Address: 7361 Bordwine Drive

Orlando, FL 32818

Secretary: Mark L. Silow

Address: 2000 Market Street, 10th Floor

Philadelphia, PA 19103

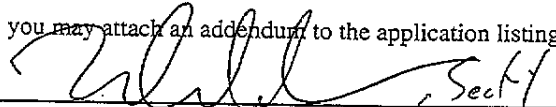
Treasurer: Michael Feit

Address: Westgate Management Company

321 West State Street

Trenton, NJ 08618

**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.  Secretary

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Mark L. Silow - Secretary

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

Directors of DiskXpress US, 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

Mark L. Silow  
2000 Market Street, 10<sup>th</sup> Floor  
Philadelphia, PA 19103

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00 JUN 26 PM 5:08

Office of the Secretary of State

FILED STATE SECRETARY OF CORPORATIONS 00 JUN 26 PM 5:08

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DISKXPRESS US, 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-FIRST DAY OF JUNE, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "DISKXPRESS US, INC." WAS INCORPORATED ON THE TWENTY-FIFTH DAY OF FEBRUARY, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



Handwritten signature of Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 06-21-00

DATE: