

F00000003913

TRANSMITTAL LETTER

To: Registration Section
Division of Corporations

SUBJECT: AFS, Inc.
(Name of corporation - must include suffix)

MJH

Dear Sir or Madam: 00789-00310-00608-00671

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Mark Calabria
(Name of Person)
AFS, Inc.
(Firm/Company)
P.O. Boc 489
(Address)
Southeastern, Pa. 19399
(City/State/Zip)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL 10 PM 3:55

W-14590
700003277277-7
-06/05/00-01124-021
*****70.00 *****70.00

Should you need to call someone concerning this matter, please call:

Mark Calabria at (610) 933-6506 ext.11
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 8, 2000

MARK CALABRIA
AFS, INC.
P.O. BOX 489
SOUTHEASTERN, PA 19399

SUBJECT: AFS, INC.
Ref. Number: W00000014590

We have received your document for AFS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

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: 100A00032651

RESOLUTION OF BOARD OF DIRECTORS
(Please print or type)

I, the undersigned Mark P. Calabria, do hereby certify
(Name)

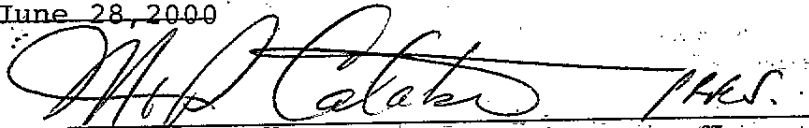
that this Resolution of the Board of Directors of _____
AFS, Inc.
(Corporate Name)

a corporation duly organized and existing under the laws of the State of Pa.,
was duly adopted on June 27, 2000.

Be it resolved, that AFS, Inc
(Corporate Name)

organized and existing in the State of Pa, hereby adopts the name
AFSOFTWARE.COM CO. for use in Florida.

Dated: June 28, 2000


Signature of either Chairman, Vice Chairman or any officer

Mark P Calabria
Type or print Name

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

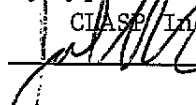
IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. AFS, 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. Pennsylvania 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. March 7, 1995 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. February 23, 2000
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. a. 1405 Tullamore Ln. Phoenixville, Pa 19460
(Principal office address)
- b. PO Box 489 Southeastern, Pa 19399
(Current mailing address)
8. Software sales/support
(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: CLASP Inc.
- Office Address: 3001 Tamiami Trail North, 4th Floor
Naples, Florida 34103
(Zip code)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL 10 PM 3:55

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.

CLASP Inc., by Joel H. Schechter, its President

(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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____ Mark Calabria

Address: _____ 1405 Tullamore Ln.

_____ Phoenixville, Pa 19460

Vice President: _____ Janice Woytek

Address: _____ 1405 Tullamore Ln.

_____ Phoenixville, Pa. 19460

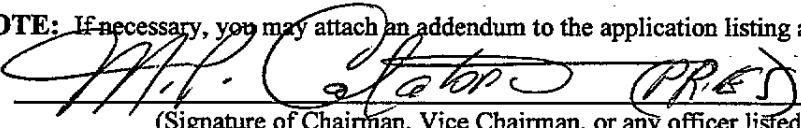
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13.  (PRES)

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

14. _____ Mark Calabria _____ Pres. _____
(Typed or printed name and capacity of person signing application)

COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

MARCH 28, 2000

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT,

AFS, INC.

is duly incorporated under the laws of the Commonwealth of Pennsylvania and remains a subsisting corporation so far as the records of this office show, as of the date herein.



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.

Kim Dizonjullia

Secretary of the Commonwealth

JSOW