

0000395-ACCOUNT NO. : 072100000032

REFERENCE

7639.00

AUTHORIZATION

COST LIMIT : \$ 78.75

ORDER DATE: July 14, 2000

ORDER TIME : 11:12 AM

ORDER NO. : 763900-005

CUSTOMER NO: 4344659

500003323105--6

CUSTOMER:

Jan Crank, Legal Assistant

Greenberg Traurig, P.a.

Suite 300 East

777 South Flagler Drive West Palm Beach, FL 33401

FOREIGN FILINGS

NAME: TRIBALECTIC, INC.

XXXX QUALIFICATION

(TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

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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. The name of the Corporation is Tribalectic, Inc. (the "Corporation")
- 2. The jurisdiction of incorporation of the Corporation is Delaware.
- 3. The date of incorporation is June 28, 2000.
- 4. The street and mailing address of its principal office is 301 Crawford Boulevard, Suite 203, Boca Raton, 33432.
 - 5. The Corporation's Employer Identification number is 65-1021250.
 - 6. The Corporation shall have perpetual existence.
 - 7. The Corporation has not, since its incorporation, engaged in any activity in the State of Florida except as set forth in paragraph (2) of Section 607.1501 of the Florida Business Corporation Act.
 - 8. The business which the Corporation proposes to do in the State of Florida is as follows:

To engage in any act or activity for which corporations may be organized under the Florida Business Corporation Act

- 9. Corporation Service Company. is designated as the agent of the Corporation upon whom process against the Corporation may be served. The post office address within the State of Florida is 1201 Hays Street, Tallahassee, Florida 32301.
- 10. 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

Bv:

BRIAN COURTNEY, ASSE VIPE Agent

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- 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. The names and addresses of the officers and directors of the Corporation are as follows:

Damien Hoffman, President and Director 301 Crawford Blvd., #203 Boca Raton, Florida 33432

Drew Michael, Chief Executive Officer and Director 301 Crawford Blvd., #203 Boca Raton, Florida 33432

Jason Malec, Chief Financial Officer, Treasurer and Director 301 Crawford Blvd., #203 Boca Raton, Florida 33432

Wayne T. Crower, Esq., Secretary Greenberg Traurig, P.A. 777 S. Flagler Drive Suite 300-East Tower West Palm Beach, Florida 33401

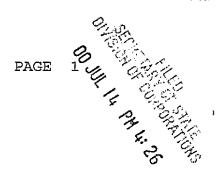
Signed on July 11, 2000.

Tribalectic, Inc., a Delaware corporation

Damien Hoffman, Presi

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State of Delaware Office of the Secretary of State



I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TRIBALECTIC, 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 THIRTEENTH DAY OF JULY, A.D. 2000.

AND_I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES
HAVE NOT_BEEN ASSESSED TO DATE.

Edward J. Freel, Secretary of State

3252662 8300

AUTHENTICATION:

0557342

DATE:

07-13-00