



THE UNITED STATES
CORPORATION
COMPANY

F00000003957

ACCOUNT NO. : 072100000032

REFERENCE : 763900 4344659

AUTHORIZATION :

Patricia Pigatto

COST LIMIT : \$ 78.75

ORDER DATE : July 14, 2000

ORDER TIME : 11:12 AM

ORDER NO. : 763900-005

CUSTOMER NO: 4344659

500003323105--8

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL 14 PM 4:26
RECEIVED
00 JUL 14 PM 12:03
DIVISION OF STATE
CORPORATIONS
TALLAHASSEE, FLORIDA

BM 7/14

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

SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL 14 PM 4:26

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

By: _____

BRIAN COURTNEY, ASST. V.P. Registered 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 11th, 2000.

Tribalectic, Inc., a Delaware corporation

By: _____

Damien Hoffman, President

State of Delaware
Office of the Secretary of State

PAGE

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STATE
DIVISION OF CORPORATIONS
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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

Edward J. Freel, Secretary of State

3252662 8300

001355658

AUTHENTICATION:

0557342

DATE:

07-13-00