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TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

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

Dear Sir or Madam:

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:

Darlene Farrell
(Name of Person)

Syncline.com, Inc.
(Firm/Company)

400003327434--7
-07/19/00-01028-001
*****78.75 *****78.75

727 Massachusetts Ave
(Address)

Cambridge MA 02139
(City/State/Zip)

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

Darlene Farrell at (617) 661-7134 x205
(Name of Person) (Area Code & Daytime Telephone Number)

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STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien 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

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. Syncline.com, 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. 56-2041704
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. January 1, 2000 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. PO Box 390862 Cambridge, MA 02139
727 Massachusetts Avenue Cambridge, MA 02139
(Current mailing address)

8. Providing spatial mapping as an application site provider, some web page consulting
(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: _____

Office Address: _____

_____, Florida, _____
(Zip code)

(see attached next sheet)

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.

(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)

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2. Delaware 3. 56-2041704
(State or country under the law of which it is incorporated) (Tax identification number, if applicable)

4. January 1, 2000 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. upon qualification
(Date first transacted business in Florida.) (SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. PO Box 390812 Cambridge, MA 02139
727 Massachusetts Avenue Cambridge, MA 02139
(Current mailing address)

8. Providing spatial mapping as an application site provider, some web page consulting
(Purpose(s) of corporation authorized in home state of country to be carried out in state of Florida)

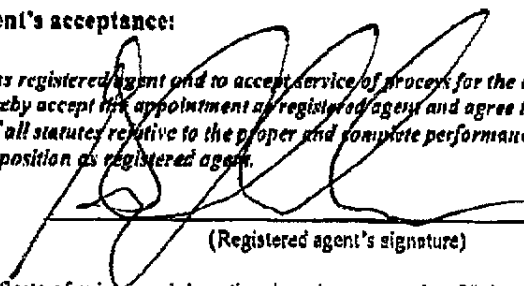
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop box **NOT** acceptable)

Name: GARY S. COLECCHIO

Office Address: 7205 DEER POINT LANE
W. PALM BCH FL. Florida, 33411
(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.


(Registered agent's signature)

11. Attached in 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: Matthew Gentile

Address: 727 Mass Avenue
Cambridge ma 02139

Vice Chairman: Raj Singh

Address: 727 mass avenue
Cambridge ma 02139

Director: William Pinna

Address: 2601 Oberlin Road, Suite 100
Raleigh, NC 27622-1788

Director: Wade Tambor

Address: 11 Adams St Suite 2
Lexington MA

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

President: Matthew Gentile

Address: 727 mass Avenue
Cambridge ma 02139

Vice President: Raj Singh

Address: 727 mass Avenue
Cambridge MA 02139

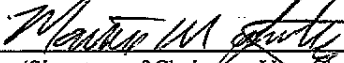
Secretary: Raj Singh

Address: 727 mass ave.
Cambridge MA 02139

Treasurer: William Pinna

Address: 2601 Oberlin Rd Suite 100
Raleigh, NC. 27622-1788

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

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RECEIVED
SECRETARY'S OFFICE

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SYNCLINE.COM, 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 FIFTH DAY OF MAY, A.D. 2000.

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

00 JUN 17 11 24 AM



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0421869

DATE: 05-05-00